

CANADIAN NATIONAL RAILWAY CO
Form 6-K
January 25, 2006

FORM 6-K
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Report of Foreign Issuer

Pursuant to Rule 13a-16 or 15d-16
of the Securities Exchange Act of 1934

For the month of January, 2006

Commission File Number: 001-02413

Canadian National Railway Company

(Translation of registrant's name into English)

935 de la Gauchetiere Street West
Montreal, Quebec
Canada H3B 2M9

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F

Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Yes

No

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Yes

No

Indicate by check mark whether by furnishing the information contained in this Form, the Registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934:

Yes

No

If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): N/A

Canadian National Railway Company

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Item 1 Press Release dated January 24, 2006, titled "CN reports fourth-quarter 2005 earnings per share of C\$1.56 and record full-year 2005 free cash flow of C\$1.3 billion .

Item 1

News

North America's Railroad

FOR IMMEDIATE RELEASE

Stock symbols: TSX: CNR / NYSE: CNI

www.cn.ca

CN reports fourth-quarter 2005 earnings per share of C\$1.56 and record full-year 2005 free cash flow of C\$1.3 billion

MONTREAL, Jan. 24, 2006 CN today reported its financial and operating results for the fourth quarter and year ended Dec. 31, 2005.

Fourth-quarter 2005 financial highlights

- Diluted earnings per share of C\$1.56, an increase of 21 per cent over diluted fourth-quarter 2004 EPS;
- Net income of C\$430 million, up 14 per cent;
- Operating income of C\$720 million, an increase of 19 per cent;

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- Record fourth-quarter operating ratio of 61.8 per cent, a 3.2-percentage point improvement over the year-earlier quarter;
- Record full-year 2005 free cash flow of C\$1.3 billion.⁽¹⁾

E. Hunter Harrison, president and chief executive officer of CN, said: I am very pleased with CN's strong financial results for the fourth quarter and full-year 2005. They reflect disciplined execution by the CN team and its ability to overcome some major challenges during the year.

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All the pieces came together – stronger pricing, gains from our acquisitions, and solid returns from good service, cost control and improved productivity. Our business model continued to fire on all cylinders, creating substantial shareholder value. That was demonstrated by our record free cash flow of C\$1.3 billion for 2005. And that performance, I'm happy to report, allowed CN's Board of Directors to approve today a 30 per cent increase in our quarterly cash dividend and a two-for-one stock split.

Revenues for the fourth quarter of 2005 increased nine per cent over fourth-quarter 2004 to C\$1,886 million, with intermodal, metals and minerals, and automotive commodity groups registering double-digit revenue gains. Forest products, petroleum and chemicals, coal, and grain and fertilizers revenues also improved. These gains were recorded despite the unfavourable C\$40-million translation impact of the stronger Canadian dollar on U.S.-dollar denominated revenues.

Operating expenses for the quarter increased by three per cent over fourth-quarter 2004 to C\$1,166 million and were favourably affected by the C\$20-million translation impact of the stronger Canadian dollar on U.S.-dollar denominated expenses.

Full-year 2005

Net income for 2005 was C\$1,556 million, an increase of 24 per cent, while diluted earnings per share for the year increased 28 per cent to C\$5.54. Operating income for 2005 rose 21 per cent to C\$2,624 million. Revenues for the year increased by 11 per cent to C\$7,240 million, while operating expenses increased by five per cent to C\$4,616 million. The company's 2005 operating ratio improved by 3.1 percentage points to 63.8 per cent.

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CN's 2005 revenue performance was driven largely by:

- Increased freight rates, an important part of which was due to a higher fuel surcharge resulting from increases in crude oil prices;
- The inclusion of a full year of revenues from the rail and related holdings of Great Lakes Transportation LLC (GLT) and BC Rail. CN acquired and consolidated GLT and BC Rail on May 10, 2004, and July 14, 2004, respectively;
- A return to normal intermodal volumes following a first-quarter 2004 strike.

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These gains were partly offset by the unfavourable C\$260-million translation impact of the stronger Canadian dollar on U.S.-dollar denominated revenues.

Revenues by commodity group and operating expenses for 2005

Forest products revenues benefited from continued solid demand for Canadian lumber and panels and an improved market position for paper, while higher intermodal revenues in part reflected strong container imports into the Port of Vancouver.

CN's improved market position in petroleum products helped to increase petroleum and chemicals revenues, although this was partly offset by soft conditions in several market segments. Grain and fertilizers revenues improved owing to higher export shipments of U.S. corn, as well as increased shipments of Canadian barley and canola, partly offset by the decreased availability of high-quality Canadian wheat for export via west coast ports.

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Strong shipments of construction materials, aluminum and Canadian steel products helped to drive increased metals and minerals revenues. Automotive revenues benefited from higher import vehicles into the ports of Vancouver and Halifax, and new finished vehicle production in the southern U.S. that began in the second half of 2004, both of which were partly offset by lower auto production at CN-served facilities in southern Ontario and Michigan. CN's coal revenues improved primarily as a result of new metallurgical-coal mines in western Canada.

The increase in CN's 2005 operating expenses was largely attributable to higher fuel costs, the inclusion of a full year of GLT and BC Rail expenses, and increased purchased services and material costs. These increases were partly offset by the favourable C\$155-million translation impact of the stronger Canadian dollar on U.S.-dollar denominated expenses, lower equipment rents, and lower casualty and other expenses.

The financial results in this press release were determined on the basis of U.S. generally accepted accounting principles (U.S. GAAP).

⁽¹⁾ Please see discussion and reconciliation of this non-GAAP adjusted performance measure in the attached supplementary schedule, Non-GAAP Measure.

This news release contains forward-looking statements. CN cautions that, by their nature, forward-looking statements involve risk and uncertainties, including the assumption that the positive economic trends in North America and Asia will continue, and that its results could differ materially from those expressed or implied in such statements. Reference should be made to CN's most recent Form 40-F filed with the United States Securities and Exchange Commission, its Annual Information Form filed with the Canadian securities regulators, and its 2004 and 2005 Annual Consolidated Financial Statements and Management's Discussion and Analysis, for a summary of major risks.

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Canadian National Railway Company spans Canada and mid-America, from the Atlantic and Pacific oceans to the Gulf of Mexico, serving the ports of Vancouver, Prince Rupert, B.C., Montreal, Halifax, New Orleans, and Mobile, Ala., and the key cities of Toronto, Buffalo, Chicago, Detroit, Duluth, Minn./Superior, Wis., Green Bay, Wis., Minneapolis/St. Paul, Memphis, St. Louis, and Jackson, Miss., with connections to all points in North America.

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CANADIAN NATIONAL RAILWAY COMPANY
CONSOLIDATED STATEMENT OF INCOME (U.S. GAAP)

(In millions, except per share data)

| | Three months ended December 31 | | Year ended December 31 | |
|----------------------------|-----------------------------------|---------------------|---------------------------|---------------------|
| | 2005 | 2004 ⁽¹⁾ | 2005 | 2004 ⁽¹⁾ |
| | <i>(Unaudited)</i> | | | |
| Revenues | \$ 1,886 | \$ 1,736 | \$ 7,240 | \$ 6,548 |
| Operating expenses | 1,166 | 1,129 | 4,616 | 4,380 |
| Operating income | 720 | 607 | 2,624 | 2,168 |
| Interest expense | (74) | (75) | (299) | (294) |
| Other income (loss) | 10 | 25 | 12 | (20) |
| Income before income taxes | 656 | 557 | 2,337 | 1,854 |
| Income tax expense | (226) | (181) | (781) | (596) |
| Net income | \$ 430 | \$ 376 | \$ 1,556 | \$ 1,258 |
| Earnings per share | | | | |
| Basic | \$ 1.59 | \$ 1.32 | \$ 5.64 | \$ 4.41 |
| Diluted | \$ 1.56 | \$ 1.29 | \$ 5.54 | \$ 4.34 |

Weighted-average number of shares

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| | | | | |
|---------|--------------|-------|--------------|-------|
| Basic | 270.0 | 285.1 | 275.8 | 285.1 |
| Diluted | 275.4 | 290.7 | 281.1 | 289.9 |

⁽¹⁾ Includes Great Lakes Transportation LLC's railroads and related holdings (GLT) and BC Rail from May 10, 2004 and July 14, 2004, respectively.

These unaudited interim consolidated financial statements, expressed in Canadian dollars, and prepared in accordance with U.S. generally accepted accounting principles (U.S. GAAP), contain all adjustments (consisting of normal recurring accruals) necessary to present fairly Canadian National Railway Company's (the Company) financial position as at December 31, 2005 and December 31, 2004, and its results of operations, changes in shareholders' equity and cash flows for the three months and years ended December 31, 2005 and 2004. These consolidated financial statements have been prepared using accounting policies consistent with those used in preparing the Company's 2005 Annual Consolidated Financial Statements and should be read in conjunction with such statements, notes thereto and Management's Discussion and Analysis (MD&A).

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CANADIAN NATIONAL RAILWAY COMPANY
CONSOLIDATED STATEMENT OF OPERATING INCOME (U.S. GAAP)

(In millions)

| | Three months ended December 31 | | | Year ended December 31 | | |
|---------------------------------|--------------------------------|---------------------|-------------------------|------------------------|---------------------|-------------------------|
| | 2005 | 2004 ⁽¹⁾ | Variance Fav (Unfav) | 2005 | 2004 ⁽¹⁾ | Variance Fav (Unfav) |
| <i>(Unaudited)</i> | | | | | | |
| Revenues | | | | | | |
| Petroleum and chemicals | \$ 283 | \$ 268 | 6% | \$ 1,096 | \$ 1,059 | 3% |
| Metals and minerals | 215 | 193 | 11% | 837 | 714 | 17% |
| Forest products | 436 | 399 | 9% | 1,738 | 1,505 | 15% |
| Coal | 75 | 72 | 4% | 331 | 284 | 17% |
| Grain and fertilizers | 310 | 299 | 4% | 1,119 | 1,063 | 5% |
| Intermodal | 339 | 300 | 13% | 1,270 | 1,117 | 14% |
| Automotive | 139 | 125 | 11% | 514 | 510 | 1% |
| Other items | 89 | 80 | 11% | 335 | 296 | 13% |
| | 1,886 | 1,736 | 9% | 7,240 | 6,548 | 11% |
| Operating expenses | | | | | | |
| Labor and fringe benefits | 453 | 469 | 3% | 1,841 | 1,819 | (1%) |
| Purchased services and material | 224 | 185 | (21%) | 814 | 746 | (9%) |

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| | | | | | | |
|-------------------------------|---------------|--------|-------|-----------------|----------|-------|
| Depreciation and amortization | 157 | 153 | (3%) | 627 | 598 | (5%) |
| Fuel | 199 | 151 | (32%) | 725 | 528 | (37%) |
| Equipment rents | 46 | 49 | 6% | 192 | 244 | 21% |
| Casualty and other | 87 | 122 | 29% | 417 | 445 | 6% |
| | 1,166 | 1,129 | (3%) | 4,616 | 4,380 | (5%) |
| Operating income | \$ 720 | \$ 607 | 19% | \$ 2,624 | \$ 2,168 | 21% |
| Operating ratio | 61.8% | 65.0% | 3.2 | 63.8% | 66.9% | 3.1 |

(1) Includes GLT and BC Rail from May 10, 2004 and July 14, 2004, respectively.

Certain of the 2004 comparative figures have been reclassified in order to be consistent with the 2005 presentation.

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CANADIAN NATIONAL RAILWAY COMPANY
CONSOLIDATED BALANCE SHEET (U.S. GAAP)

(In millions)

| | December 31 2005 | December 31 2004 |
|-----------------------------|---------------------|---------------------|
| Assets | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 62 | \$ 147 |
| Accounts receivable | 623 | 793 |
| Material and supplies | 151 | 127 |
| Deferred income taxes | 65 | 364 |
| Other | 248 | 279 |
| | 1,149 | 1,710 |
| Properties | 20,078 | 19,715 |
| Intangible and other assets | 961 | 940 |

| | | | | |
|---------------------|-----------|---------------|-----------|---------------|
| Total assets | \$ | 22,188 | \$ | 22,365 |
|---------------------|-----------|---------------|-----------|---------------|

Liabilities and shareholders' equity**Current liabilities:**

| | | | | |
|--------------------------------------|-----------|--------------|-----------|--------------|
| Accounts payable and accrued charges | \$ | 1,478 | \$ | 1,605 |
| Current portion of long-term debt | | 408 | | 578 |
| Other | | 72 | | 76 |

| | | | | |
|--|--|--------------|--|--------------|
| | | 1,958 | | 2,259 |
| Deferred income taxes | | 4,817 | | 4,723 |
| Other liabilities and deferred credits | | 1,487 | | 1,513 |
| Long-term debt | | 4,677 | | 4,586 |

Shareholders' equity:

| | | | | |
|--------------------------------------|--|--------------|--|--------------|
| Common shares | | 4,580 | | 4,706 |
| Accumulated other comprehensive loss | | (222) | | (148) |
| Retained earnings | | 4,891 | | 4,726 |

| | | | | |
|--|--|--------------|--|--------------|
| | | 9,249 | | 9,284 |
|--|--|--------------|--|--------------|

| | | | | |
|---|-----------|---------------|-----------|---------------|
| Total liabilities and shareholders' equity | \$ | 22,188 | \$ | 22,365 |
|---|-----------|---------------|-----------|---------------|

These unaudited interim consolidated financial statements, expressed in Canadian dollars, and prepared in accordance with U.S. GAAP, contain all adjustments (consisting of normal recurring accruals) necessary to present fairly the Company's financial position as at December 31, 2005 and December 31, 2004, and its results of operations, changes in shareholders' equity and cash flows for the three months and years ended December 31, 2005 and 2004. These consolidated financial statements have been prepared using accounting policies consistent with those used in preparing the Company's 2005 Annual Consolidated Financial Statements and should be read in conjunction with such statements, notes thereto and MD&A.

CANADIAN NATIONAL RAILWAY COMPANY

CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY (U.S. GAAP)*(In millions)*

| | |
|---------------------------|--------------------|
| Three months ended | Year ended |
| December 31 | December 31 |

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| | 2005 | 2004 ⁽¹⁾ | 2005 | 2004 ⁽¹⁾ |
|--|--------------------|---------------------|----------|---------------------|
| | <i>(Unaudited)</i> | | | |
| Common shares ⁽²⁾ | | | | |
| Balance, beginning of period | \$ 4,605 | \$ 4,742 | \$ 4,706 | \$ 4,664 |
| Stock options exercised and other | 30 | 30 | 176 | 108 |
| Share repurchase programs ⁽³⁾ | (55) | (66) | (302) | (66) |
| Balance, end of period | \$ 4,580 | \$ 4,706 | \$ 4,580 | \$ 4,706 |