

CANADIAN PACIFIC RAILWAY LTD/CN

Form 3

October 26, 2016

**FORM 3****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated average  
burden hours per  
response... 0.5**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting  
Person \*

Â Johnson Robert Allen

(Last)

(First)

(Middle)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

10/18/2016

3. Issuer Name **and** Ticker or Trading Symbol

CANADIAN PACIFIC RAILWAY LTD/CN [CP]

4. Relationship of Reporting  
Person(s) to Issuer5. If Amendment, Date Original  
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other  
(give title below) (specify below)

Executive VP Operations

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting  
Person☐ Form filed by More than One  
Reporting PersonC/O CANADIAN PACIFIC  
RAILWAY LIMITED,Â 7550  
OGDEN DALE ROAD S.E.

(Street)

CALGARY,Â A0Â T2C 4X9

(City)

(State)

(Zip)

**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security  
(Instr. 4)2. Amount of Securities  
Beneficially Owned  
(Instr. 4)3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)Reminder: Report on a separate line for each class of securities beneficially  
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form displays a  
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security  
(Instr. 4)2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)Date  
ExercisableExpiration  
Date3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)

Title

Amount or  
Number of4. Conversion  
or Exercise  
Price of  
Derivative  
Security5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)6. Nature of Indirect  
Beneficial  
Ownership  
(Instr. 5)

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				Shares		or Indirect (I) (Instr. 5)	
Employee Stock Options (Right to Buy)	Â (1)	07/02/2023	Common Stock	3,640	\$ 98.17	D	Â
Employee Stock Options (Right to Buy)	Â (2)	01/31/2024	Common Stock	5,870	\$ 127.95	D	Â
Employee Stock Options (Right to Buy)	Â (3)	01/23/2025	Common Stock	5,198	\$ 175.92	D	Â
Employee Stock Options (Right to Buy)	Â (4)	01/22/2026	Common Stock	8,244	\$ 116.8	D	Â
Rights (Restricted Share Units)	05/08/2017	06/10/2017	Common Stock	2,446 (5)	\$ 0	D	Â
Rights (Deferred Share Units)	Â (6)	Â (6)	Common Stock	5,500	\$ (6)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Johnson Robert Allen C/O CANADIAN PACIFIC RAILWAY LIMITED 7550 OGDEN DALE ROAD S.E. CALGARY, Â A0Â T2C 4X9	Â	Â	Â Executive VP Operations	Â

## Signatures

/s/ Robert Allen  
Johnson

10/26/2016

\_\_Signature of Reporting  
Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) 1/4 was vested on July 2, 2014; 1/4 was vested on July 2, 2015; 1/4 was vested on July 2, 2016; 1/4 will be vested on July 2, 2017.
- (2) 1/4 was vested on January 31, 2015; 1/4 was vested on January 31, 2016; 1/4 will be vested on January 31, 2017; 1/4 will be vested on January 31, 2018.
- (3) 1/4 was vested on January 23, 2016; 1/4 will be vested on January 23, 2017; 1/4 will be vested on January 23, 2018; 1/4 will be vested on January 23, 2019.
- (4) 1/4 will be vested on January 22, 2017; 1/4 will be vested on January 22, 2018; 1/4 will be vested on January 22, 2019; 1/4 will be vested on January 22, 2020.
- (5) Each Restricted Share Unit (each, a "RSU") is the economic equivalent of one share of common stock of Canadian Pacific Railway Limited.
- (6) Each Deferred Share Unit (each, a "DSU") is the economic equivalent of one share of common stock of Canadian Pacific Railway Limited. DSUs are held until termination of employment.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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