

CANADIAN PACIFIC RAILWAY LTD/CN

Form 3

September 19, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

Estimated 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 Velani Nadeem

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

09/09/2016

3. Issuer Name and Ticker or Trading Symbol

CANADIAN PACIFIC RAILWAY LTD/CN [CP]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

Interim VP and CFO

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting Person☐ Form filed by More than One Reporting Person

C/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)

Common Stock

203

I

By ESPP ⁽¹⁾

Common Stock

385

I

Nadeem Velani/Tineke de Swart-Velani - RRSP Joint Account

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)

Edgar Filing: CANADIAN PACIFIC RAILWAY LTD/CN - Form 3

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Options (Right to Buy)	Â <u>(2)</u>	04/02/2023	Common Stock	2,310	\$ 95.59	D	Â
Employee Stock Options (Right to Buy)	Â <u>(3)</u>	01/31/2024	Common Stock	1,820	\$ 122.73	D	Â
Employee Stock Options (Right to Buy)	Â <u>(4)</u>	01/23/2025	Common Stock	1,539	\$ 159.04	D	Â
Employee Stock Options (Right to Buy)	Â <u>(5)</u>	01/22/2026	Common Stock	2,927	\$ 116.8	D	Â
Rights (Restricted Share Units)	05/08/2017	06/10/2017	Common Stock	813 <u>(6)</u>	\$ 0	D	Â
Rights (Deferred Share Units)	Â <u>(7)</u>	Â <u>(7)</u>	Common Stock	985	\$ <u>(7)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Velani Nadeem C/O CANADIAN PACIFIC RAILWAY LIMITED 7550 OGDEN DALE ROAD S. E. CALGARY, Â A0Â T2C 4X9	Â	Â	Â Interim VP and CFO	Â

Signatures

/s/ Nadeem
Velani

09/19/2016

**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) Shares held by individual in the Canadian Pacific Railway Limited Employee Share Purchase Plan.
- (2) 1/4 was vested on April 2, 2014; 1/4 was vested on April 2, 2015; 1/4 was vested on April 2, 2016; 1/4 will be vested on April 2, 2017.
- (3) 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.
- (4) 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.

Edgar Filing: CANADIAN PACIFIC RAILWAY LTD/CN - Form 3

- (5) 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.
- (6) Each Restricted Share Unit (each, a "RSU") is the economic equivalent of one share of common stock of Canadian Pacific Railway Limited.
- (7) 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.