

CANADIAN PACIFIC RAILWAY CO/NEW

Form FWP

May 12, 2009

Filed pursuant to Rule 433

Registration No. 333-142347

May 12, 2009

**Canadian Pacific Railway Company**

**Final Term Sheet**

**Issuer:** Canadian Pacific Railway Company

**Trade Date:** May 12, 2009

**Settlement Date:** May 15, 2009

<b>Principal Amount:</b>	\$350,000,000
<b>Coupon:</b>	7.250%
<b>Maturity Date:</b>	May 15, 2019
<b>Public Offering Price:</b>	99.663%
<b>Benchmark:</b>	UST 3.125% due May 15, 2019
<b>Benchmark Yield:</b>	3.173%
<b>Spread:</b>	UST +412.5 bps
<b>Yield to Maturity:</b>	7.298%
<b>Optional Redemption:</b>	Make whole call UST +50 bps
<b>Interest Payment Dates:</b>	May 15 and November 15, beginning November 15, 2009
<b>CUSIP:</b>	13645RAJ3
<b>ISIN:</b>	US13645RAJ32
<b>Joint Bookrunning Managers:</b>	J.P. Morgan Securities Inc.  Morgan Stanley & Co. Incorporated
<b>Co-Managers:</b>	NBF Securities (USA) Corp.  RBC Capital Markets Corporation

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC web site at <http://www.sec.gov>. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling J.P. Morgan Securities Inc. collect at 1-212-834-4533 or by writing to Morgan Stanley & Co. Incorporated at 180 Varick Street, 2nd Floor, New York, New York 10014 Attention: Prospectus Department or by emailing [prospectus@morganstanley.com](mailto:prospectus@morganstanley.com).

