CANADIAN PACIFIC RAILWAY LTD/CN
Form 6-K
August 04, 2005

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Form 6-K
Report of Foreign Issuer
Pursuant to Rule 13a-16 or 15d-16 of
the Securities Exchange Act of 1934
For the month of August, 2005
CANADIAN PACIFIC RAILWAY LIMITED
(Commission File No. 1-01342)
CANADIAN PACIFIC RAILWAY COMPANY
(Commission File No. 1-15272)
(translation of each Registrant s name into English)
Suite 500, Gulf Canada Square, 401 9th Avenue, S.W., Calgary, Alberta, Canada, T2P 4Z4
(address of principal executive offices)

Indicate by check mark whether the registrants file or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F o Form 40-F þ

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

Yes o No þ

If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-_________

This Report furnished on Form 6-K shall be incorporated by reference into each of the following Registration Statements under the Securities Act of 1933 of the registrant: Form S-8 No. 333-13962 (Canadian Pacific Railway Limited), and Form S-8 No. 333-13846 (Canadian Pacific Railway Limited).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, each registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CANADIAN PACIFIC RAILWAY LIMITED
CANADIAN PACIFIC RAILWAY COMPANY
(Registrants)

Date: August 4, 2005

Signed: Janice Erion
By: Name: Janice Erion
Title: Solicitor

Release: Immediate, August 3, 2005

CANADIAN PACIFIC RAILWAY LIMITED DECLARES DIVIDEND

CALGARY The Board of Directors of Canadian Pacific Railway Limited (TSX/NYSE: CP) today declared a quarterly dividend of fifteen cents ($0.15) Canadian per share on the outstanding Common Shares. The dividend is payable on October 31, 2005, to holders of record at the close of business on September 30, 2005.

Contacts:

Media	Investment Community
Len Cocolicchio	Paul Bell, Vice-President Investor Relations
Tel.: (403) 319-7591	Tel.: (403) 319-3591
email: len_cocolicchio@cpr.ca	email: investor@cpr.ca

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Pinnacle Financial Partners, Inc.

Page 52

	Employee disability (3)	Employee death (3)	Pinnacle terminates employment without cause	Employee terminates employment for cause	Pinnacle terminates Employee for cause or Employee terminates employment without cause or Employee retires	Pinnacle terminates Employee without cause or Employee terminates for cause, in each case within twelve months of a change of control
J. Harvey White						
Base salary(4)	$ -	$ -	$ -	$ -	$ -	$ 257,500
Targeted cash incentive payment(5)	-	-	-	-	-	103,000
Total	-	-	-	-	-	360,500
Multiplier (in terms of years)	x 0	x 0	x 0	x 0	x 0	x 2
Aggregate cash payment	-	-	-	-	-	721,000
Health insurance - $800 per month	-	-	-	-	-	28,800
Tax assistance	-	-	-	-	-	7,500
Intrinsic value of unvested stock options that immediately vest (1)	-	-	-	-	-	-
Value of unearned restricted shares and restricted stock units that immediately vest	-	632,496	-	-	-	632,496
Payment for excise tax and gross up (2)	-	-	-	-	-	-
	$ -	$ 583,399	$ -	$ -	$ -	$ 1,384,796

(1) Vesting of stock option awards pursuant to a change of control may only occur upon the consent of the Human Resources and Compensation Committee.

(2) In determining the anticipated payment due the executive for excise tax and gross up pursuant to a termination by the Company of the employee without cause or a termination by the employee for cause in each case, within twelve months following a change of control, the Company has included in the calculation the anticipated value of the immediate vesting of previously unvested restricted share awards and restricted stock unit awards and stock option grants in addition to the cash payments and healthcare benefits noted above. As a result, the Company has computed the 20% excise tax obligation owed by Messrs. Turner, McCabe, Queener, and Carpenter in the event of a change of control to be approximately $2,291,000, $2,134,000, $937,000, and $931,000, respectively. As a result, the Company has assumed a combined personal income tax rate of 55% for each executive and has included the additional gross up amount which includes the anticipated excise tax obligation in the table above. The Company has not anticipated such excise tax or gross up payments for other terminating events as payments for such matters are generally not subject to section 280G of the Code.

(3) The above amounts do not include benefits owed the Named Executive Officers or their estates pursuant to the Company's broad based group disability insurance policies or group life insurance policy. These benefits would be paid pursuant to these group polices which are provided to all employees of the Company. Additionally, and also not included in the above amounts, the Named Executive Officers and certain other Leadership Team members also participate in a supplemental group disability policy which provides incremental coverage (i.e., "gap coverage") for these individuals over the broad-based group disability coverage maximums.

(4) For purposes of calculating base salary in 2012 under each Named Executive Officer's respective employment agreement, SSUs were excluded.

(5) For purposes of calculating targeted cash incentive payment in 2012 under each Named Executive Officer's employment agreement, the Named Executive Officer's targeted cash incentive payment effective July 1, 2012 under the 2012 Annual Cash Incentive Plan was doubled to estimate a full year targeted cash incentive had the Company not been a participant in the TARP CPP.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table lists, as of March 4, 2013, the number of shares of Common Stock beneficially owned by (a) any person known to the Company who owns in excess of 5% of the outstanding shares of Common Stock, (b) each current director of the Company, (c) each Named Executive Officer listed in the Summary Compensation Table, and (d) all directors and executive officers, as a group. The information shown below is based upon information furnished to the Company by the named persons and the percentages are calculated based on shares outstanding as of March 4, 2013.

	Number of Shares Beneficially Owned				
Name	Common Shares Beneficially Owned	Aggregate Stock Option Grants and Warrants Exercisable within 60 days of March 4, 2013	Total	Percent of All Shares Owned	
Board of Directors (1):					
Sue G. Atkinson	48,502	-	48,502	0.14	%
H. Gordon Bone	77,025	1,862	78,887	0.23	%
Gregory L. Burns	28,581	-	28,581	0.08	%
Colleen Conway-Welch	36,226	-	36,226	0.10	%
James C. Cope (2)	86,385	-	86,385	0.25	%
William H. Huddleston, IV	57,331	-	57,331	0.16	%
Ed C. Loughry, Jr.	132,531	-	132,531	0.38	%
Robert A. McCabe, Jr. (2)	614,288	107,742	722,030	2.08	%
Hal N. Pennington	14,226	-	14,226	0.04	%
Dr. Wayne J. Riley	5,503	-	5,503	0.01	%
Gary L. Scott	61,985	-	61,985	0.18	%
M. Terry Turner (2)	546,518	115,700	662,218	1.90	%
Named Executive Officers (1):					
Hugh M. Queener (2)	286,610	74,048	360,658	1.04	%
Harold R. Carpenter (2)	120,346	46,580	166,926	0.48	%
J. Harvey White	55,284	-	55,284	0.16	%
All Directors and executive officers as a Group (15 persons)	2,171,341	345,932	2,517,273	6.59	%
Persons known to Company who own more than 5% of outstanding shares of Company Common Stock:					
BlackRock, Inc. (3) 55 East 52nd Street New York, NY 10055	2,474,562	-	2,474,562	7.13	%
Dimensional Fund Advisors LP (4) Palisades West, Building One					

6300 Bee Cave Road					
Austin, TX 78746	2,419,718	-	2,419,718	6.97	%
The Vanguard Group, Inc. (4)					
100 Vanguard Blvd.					
Malvern, PA 19355	1,917,383	-	1,917,383	5.53	%
All Persons known to Company who own more than 5% of outstanding shares of Company Common Stock:	6,811,663	-	6,811,663	19.63	%

(1) Each person is the record owner of and has sole voting and investment power with respect to his or her shares. Additionally, the address for each person listed is 150 Third Avenue South, Suite 900, Nashville, Tennessee 37201.

(2) As of March 4, 2013, the following individuals have pledged the following amounts of their common shares beneficially owned to secure lines of credit or other indebtedness: Mr. Turner – 150,000 shares; Mr. Queener – 132,750 shares; Mr. Scott – 38,151 shares; Mr. Cope – 8,050 shares; Mr. Huddleston – 20,000 shares; Mr. Bone – 49,191 shares; and Mr. Carpenter – 11,208 shares.

(3) The beneficial ownership information is derived from a Schedule 13G filed by the reporting person with the Securities and Exchange Commission on February 1, 2013.

(4) The beneficial ownership information is derived from a Schedule 13G filed by the reporting person with the Securities and Exchange Commission on February 11, 2013.

Stock Ownership Guidelines

All of the Company's directors are encouraged to maintain a meaningful personal ownership of Common Stock in excess of minimum guidelines established by the Company's Corporate Governance Guidelines. Generally, the guidelines require that directors own shares with a value of approximately three times the average annual compensation paid a Board member, provided that until such level is reached, the minimum level may be satisfied by the retention of ownership of all restricted shares granted that have vested, if any. All of the Company's directors are in compliance with the minimum guidelines including compliance exclusive of shares pledged.

The Board of Directors also expects the Chief Executive Officer and all other Named Executive Officers to maintain a meaningful personal ownership in the Company in the form of Common Stock. Periodically, the Company may establish minimum Common Stock beneficial ownership guidelines for the Chief Executive Officer and the other Named Executive Officers. In March 2012, the Executive Committee of the Board revised the minimum Common Stock beneficial ownership levels for the Chief Executive Officer and the Chairman of the Board of a minimum of 400% of their annual cash salary in Company Common Stock. For purposes of this measurement, the average closing price of the Company's Common Stock for the last 15 trading days of the previous calendar year is used to determine the market value of each executive's holdings. Additionally, the Executive Committee established stock beneficial ownership levels of 300% of the annual cash salary for the Chief Administrative Officer; 200% for the Chief Financial Officer and 150% for the Chief Credit Officer. All Named Executive Officers currently exceed the applicable minimum level of beneficial ownership including compliance exclusive of shares pledged. Should an executive officer's ownership fall below the minimum beneficial ownership levels noted above, in order to transact an open market sale of their Company Common Stock, the officer would be required to seek the prior approval of the Board.

To discourage short-term or speculative transactions, the Company's insider trading policies include prohibitions on directors, officers or employees engaging in short sales or purchases or sales of puts or calls on the Company's Common Stock.

Section 16(A) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934 requires the Company's directors and executive officers and persons who own beneficially more than 10% of the Company's outstanding Common Stock to file with the Securities and Exchange Commission initial reports of ownership and reports of changes in their ownership of the Company Common Stock. Directors, executive officers and greater than 10% shareholders are required to furnish the Company with copies of the forms they file. To our knowledge, based solely on a review of the copies of these reports furnished to the Company during the year ended December 31, 2012, or on written representations from certain reporting persons that no Forms 5 were required for those persons, all of the persons who were directors or executive officers of the Company during 2012, complied with all applicable Section 16(a) filing requirements during 2012 except that Messrs. Turner, Queener, and McCabe each filed a Form 4 on January 24, 2012 to report a series of transactions that took place on January 18, 2012.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

The Bank has loan transactions in the ordinary course of business with directors and officers of the Company and the Bank and their affiliates, including members of their families, and corporations, partnerships or other organizations in which the directors and officers have a controlling interest. All loan transactions were entered into on substantially the same terms (including price, interest rate and collateral) as those prevailing at the same time for comparable transactions with unrelated parties and did not involve more than the normal risk of collectability or present other unfavorable features to the Company or the Bank. None of such loans were disclosed as nonaccrual, past due, restructured or potential problems in the Company's Annual Report on Form 10-K for the year ended December 31, 2012.

Pinnacle Financial Partners, Inc.

Page 55

Pursuant to the Audit Committee Charter, the Audit Committee of the Board is responsible for reviewing and approving any transaction required to be described in this proxy statement pursuant to the rules and regulations of the Securities and Exchange Commission.

Human Resources and Compensation Committee Interlocks and Insider Participation

During 2012, the Human Resources and Compensation Committee of the Board of Directors consisted of James C. Cope, Gregory L. Burns, and Hal Pennington, none of whom has ever been an officer or employee of the Company, or its subsidiaries. Additionally, Gary L. Scott joined the Human Resources and Compensation Committee effective March 1, 2013. No interlocking relationship existed during 2012 between any officer, member of our Board of Directors or the Human Resources and Compensation Committee and any officer, member of the Board of Directors or compensation committee (or committee performing similar functions) of any other company.

REPORT OF THE AUDIT COMMITTEE

The following is the Report of the Audit Committee regarding the Company's audited financial statements to be included in the Company's Annual Report on Form 10-K:

We have reviewed and discussed with management the Company's audited financial statements as of December 31, 2012 and 2011 and for each of the years in the three-year period ended December 31, 2012.

We have discussed with the Company's independent registered public accounting firm the matters required to be discussed by Statement on Auditing Standards No. 61, as amended (AICPA Professional Standards, Vol. 1. AU section 380), as adopted by the Public Company Accounting Oversight Board in Rule 3200T.

We have received the written disclosures and the letter from the independent registered public accounting firm required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent registered public accounting firm's communications with the audit committee concerning independence, and have discussed with the independent registered public accounting firm the firm's independence.

Based on the reviews and discussions referred to above, we recommended to the Board of Directors that the audited financial statements referred to above be included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2012.

Gregory L. Burns, Chairman
William H. Huddleston, Member
Dr. Wayne J. Riley, Member
Gary L. Scott, Member

The foregoing report of the Audit Committee shall not be deemed incorporated by reference by any general statement incorporating by reference this proxy statement into any filing under the Securities Act of 1933 or the Exchange Act, except to the extent the Company specifically incorporates this information by reference and shall not otherwise be deemed filed under such Acts.

Pinnacle Financial Partners, Inc.

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee of the Board of the Company has approved the appointment of KPMG LLP to serve as the Company's independent registered public accounting firm for the Company for the year ending December 31, 2012. The Audit Committee considered the background, expertise and experience of the audit team assigned to the Company and various other relevant matters, including the proposed fees for audit services. A representative of KPMG LLP will be present at the Meeting and will be given the opportunity to make a statement if he desires and will be available to respond to appropriate questions from shareholders.

Audit Fees. During the years ended December 31, 2012 and 2011, the Company incurred the following fees for services performed by the independent registered public accounting firm:

	2012	2011
Audit Fees (1)	$ 541,000	$ 538,400
Audit-Related Fees	14,000	8,500
Tax Fees	-	-
All Other Fees	-	-
Total Fees	$ 555,600	$ 546,900

(1) Includes fees related to the annual independent audit of the Company's financial statements and reviews of the Company's annual report on Form 10-K, quarterly reports on Form 10-Q, report on internal control over financial reporting, and required statutory filings.

The Audit Committee also has adopted a formal policy concerning approval of audit and non-audit services to be provided by the independent auditor to the Company. The policy requires that all services KPMG LLP, the Company's independent registered public accounting firm, may provide to the Company, including audit services and permitted audit-related and non-audit services, be pre-approved by the Committee. The Committee approved all audit and non-audit services provided by KPMG LLP during fiscal 2012 and 2011 prior to KPMG LLP performing such services.

OTHER MATTERS

The Board of the Company knows of no other matters that may be brought before the Meeting. If, however, any matters other than those set forth in this proxy statement should properly come before the meeting, votes will be cast pursuant to the proxies in accordance with the best judgment of the proxy holders.

If you cannot be present in person, you are requested to vote and submit your proxy promptly. You may vote by toll-free telephone, by the Internet or, if you requested printed materials, by completing, dating, signing and returning the accompanying proxy card promptly in the envelope provided. No postage is required if mailed in the United States.

Pinnacle Financial Partners, Inc.

GENERAL INFORMATION

Annual Report. The Company's 2012 Annual Report being made available to shareholders with this proxy statement. The Annual Report is not a part of the proxy solicitation materials.

Additional Information. A copy of the Company's Annual Report on Form 10-K for the year ended December 31, 2012, excluding certain exhibits thereto, may be obtained without charge by writing to Pinnacle Financial Partners, Inc., Attn: Chief Financial Officer, 150 Third Avenue South, Suite 900, Nashville, Tennessee 37201. Also, the Company's Annual Report on Form 10-K and all quarterly reports on Form 10-Q for the year ended December 31, 2012 can also be accessed via the "Investor Relations" section of the Company's website located at www.pnfp.com.

By Order of the Board of Directors,

Hugh M. Queener
Corporate Secretary

March 4, 2013

Pinnacle Financial Partners, Inc.

Form of Proxy

PINNACLE FINANCIAL PARTNERS, INC.
SOLICITED BY THE BOARD OF DIRECTORS
FOR THE ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD ON APRIL 16, 2013

The undersigned hereby appoints Robert A. McCabe, Jr. or M. Terry Turner or either of them, as Proxies, each with the power to appoint his substitute, and hereby authorizes them or either of them to represent and to vote, as designated below, all of the Common Stock of Pinnacle Financial Partners, Inc., which the undersigned would be entitled to vote if personally present at the 2013 annual meeting of shareholders to be held in our offices on the eighth floor of the Pinnacle at Symphony Place at 150 Third Avenue South, Nashville, Tennessee 37201 and at any adjournments of the annual meeting, upon the proposals described in the accompanying Notice of the Annual Meeting and the Proxy Statement relating to the 2013 annual meeting, receipt of which are hereby acknowledged.

THE BOARD OF DIRECTORS RECOMMENDS THAT
THE SHAREHOLDERS VOTE "FOR" PROPOSALS 1 THROUGH 4.

PROPOSAL #1: To elect the four (4) persons listed below to serve as Class I Directors of Pinnacle Financial Partners, Inc. for a three-year term:

Sue G. Atkinson	Harold Gordon Bone
Gregory L. Burns	Gary L. Scott

oFOR all oWITHHOLD on all oFOR ALL EXCEPT

INSTRUCTION: To withhold authority for any individual nominee, mark "For All Except" above, and write the names of the nominees for which you do NOT wish to vote FOR in the space below.

PROPOSAL #2: To ratify the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2013:

o FOR oAGAINST o ABSTAIN

PROPOSAL #3: To approve, on a non-binding, advisory basis, the compensation of the Company's named executive officers as disclosed in the proxy statement for the annual meeting of shareholders:

o FOR oAGAINST o ABSTAIN

The Board of Directors recommends you vote "1 year" on the following proposal:

PROPOSAL #4: To approve, on a non-binding, advisory basis, the frequency of a non-binding advisory vote on the compensation of the Company's named executive officers:

o 1 YEAR o2 YEARS o3 YEARS o ABSTAIN

* * * * * * * *

THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED SHAREHOLDER. IF NO DIRECTION TO THE CONTRARY IS INDICATED, IT WILL BE VOTED FOR PROPOSALS #1, #2, and #3 AND FOR THE OPTION OF ONE YEAR FOR PROPOSAL #4.

DISCRETIONARY AUTHORITY IS HEREBY CONFERRED AS TO ALL OTHER MATTERS WHICH MAY COME BEFORE THE ANNUAL MEETING.

If stock is held in the name of more than one person, all holders must sign. Signatures should correspond exactly with the name or names appearing on the stock certificate(s). When signing as attorney, executor, administrator, trustee or guardian, please give full title as such. If a corporation, please sign in full corporate name by president or other authorized officer. If a partnership or limited liability company, please sign in such name by authorized person.

Date: ______________, 2013

Signature of Shareholder(s)　　Signature of Shareholder(s)

Please print name of Shareholder(s)　　Please print name of Shareholder(s)

Pinnacle Financial Partners, Inc.

Form of Proxy - Page 1