

(403) 267-8222

Approximate date of commencement of proposed sale to the public:
From time to time after the effective date of this Registration Statement.

Province of Alberta, Canada
(Principal jurisdiction regulating this offering)

It is proposed that this filing shall become effective (check appropriate box below):

- A. upon filing with the Commission, pursuant to Rule 467(a) (if in connection with an offering being made contemporaneously in the United States and Canada).
- B. at some future date (check appropriate box below)
 - 1. pursuant to Rule 467(b) on () at () (designate a time not sooner than 7 calendar days after filing).
 - 2. pursuant to Rule 467(b) on () at () (designate a time 7 calendar days or sooner after filing) because the securities regulatory authority in the review jurisdiction has issued a receipt or notification of clearance on ().
 - 3. pursuant to Rule 467(b) as soon as practicable after notification of the Commission by the Registrant or the Canadian securities regulatory authority of the review jurisdiction that a receipt or notification of clearance has been issued with respect hereto.
 - 4. after the filing of the next amendment to this Form (if preliminary material is being filed).

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to the home jurisdiction's shelf prospectus offering procedures, check the following box.

The Registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registration statement shall become effective as provided in Rule 467 under the Securities Act of 1933, as amended or on such date as the Commission, acting pursuant to Section 8(a) of the Act, may determine.

Pursuant to Rule 429 under the Securities Act of 1933, as amended, the prospectus contained in this Registration Statement relates to Registration Statement 333-175032.

PART I

INFORMATION REQUIRED TO BE
DELIVERED TO OFFEREES OR PURCHASERS

Your ability to enforce civil liabilities under United States federal securities laws may be affected adversely because we are incorporated under the laws of Canada, most of our officers and directors and most of

the experts named in this prospectus are residents of Canada, and a substantial portion of our assets are located outside the United States.

The debt securities offered hereby have not been qualified for sale in Canada and are not being and may not be offered or sold, directly or indirectly, in Canada or to any resident of Canada in contravention of the securities laws of any province or territory of Canada.

There is no market through which these securities may be sold and purchasers may not be able to resell securities purchased under this short form prospectus. This may affect the pricing of the securities in the secondary market, the transparency and availability of trading prices, the liquidity of the securities, and the extent of issuer regulation. See "Risk Factors".

Our head and registered office is located at Suite 500, 401 – 9th Avenue S.W., Calgary, Alberta, T2P 4Z4.

new information, future events or otherwise.

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EXHIBITS

Exhibit

Number Description

- 4.1* The annual information form of Canadian Pacific Railway Limited dated March 12, 2013 (incorporated by reference to the Registrant's Annual Report on Form 40-F filed with the Commission on March 12, 2013, Commission File No. 001-15272).
- 4.2* Canadian Pacific Railway Limited's audited consolidated financial statements, including the notes thereto, for the years ended December 31, 2012, December 31, 2011 and December 31, 2010, together with the auditor's report thereon (incorporated by reference to the Registrant's Annual Report on Form 40-F filed with the Commission on March 12, 2013, Commission File No. 001-15272).
- 4.3* Canadian Pacific Railway Limited's Management's Discussion and Analysis for the years ended December 31, 2012, December 31, 2011 and December 31, 2010 (incorporated by reference to the Registrant's Annual Report on Form 40-F filed with the Commission on March 12, 2013, Commission File No. 001-15272).
- 4.4* Canadian Pacific Railway Limited's management proxy circular dated March 12, 2013 (incorporated by reference to the Registrant's Current Report on Form 6-K filed with the Commission on March 22, 2013, Commission File No. 001-15272).
- 4.5* Canadian Pacific Railway Limited's unaudited interim comparative consolidated financial statements, including the notes thereto, for the three months ended March 31, 2013 and March 31, 2012 (incorporated by reference to the Registrant's Current Report on Form 6-K, filed with the Commission on April 24, 2013, Commission File No. 001-15272).
- 4.6* Canadian Pacific Railway Limited's Management's Discussion and Analysis for the three months ended March 31, 2013 and March 31, 2012 (incorporated by reference to the Registrant's Current Report on Form 6-K, filed with the Commission on April 24, 2013, Commission File No. 001-15272).
- 5.1** Consent of PricewaterhouseCoopers LLP.
- 5.2** Consent of Deloitte LLP.
- 5.3* Consent of Norton Rose Fulbright Canada LLP.
- 6.1* Powers of Attorney.
- 7.1* Trust Indenture, dated May 8, 2007, between the Registrant and The Bank of New York (incorporated by reference to the Registrant's Registration Statement on Form F-9/A, filed with the Commission on May 2, 2007, Commission File No. 333-142347).
- 7.2* Statement of Eligibility of the Trustee, The Bank of New York Mellon, on Form T-1.

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Previously filed.
Filed herewith.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-10 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Calgary, Province of Alberta, Country of Canada, on this 11th day of July, 2013.

CANADIAN PACIFIC RAILWAY
COMPANY

By: /s/ Brian W. Grassby
Name: Brian W. Grassby
Title: Senior Vice-President
and Chief Financial
Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by or on behalf of the following persons in the capacities indicated on July 11, 2013.

Signature	Title
* E. Hunter Harrison	Chief Executive Officer (Principal Executive Officer)
* Brian W. Grassby	Senior Vice-President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
* Paul G. Haggis	Chairman of the Board of Directors
* William A. Ackman	Director
* Gary F. Colter	Director
* Isabelle Courville	Director
* Paul C. Hilal	Director

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*
Krystyna T. Hoeg Director

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Richard C. Kelly Director

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Rebecca MacDonald Director

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Anthony R. Melman Director

*
Linda J. Morgan Director

Hon. Jim Prentice, P.C., Q.C. Director

*
Andrew F. Reardon Director

*
Stephen C. Tobias Director

* /s/ Brian W. Grassby

By:
 Brian W. Grassby
 Attorney-in-Fact

By: /s/ Paul Guthrie
 Paul Guthrie
 Attorney-in-Fact

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