FULLER MORTIMER B III

Form 4 May 24, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

2. Issuer Name and Ticker or Trading

Symbol

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

FULLER MORTIMER B III

| | (Last) (First) (Middle) 20 WEST AVENUE | | | GENESEE & WYOMING INC [GWR] 3. Date of Earliest Transaction (Month/Day/Year) 05/22/2013 | | | | | (Check all applicable) | | | |
|----------|-------------------------------------------------------------------------------------------------------|--------------------------------------|---------------|------------------------------------------------------------------------------------------|----------------------------------------|-------------------|-------|------------|-----------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|--|
| | | | | | | | | | _X_ Director 10% Owner Officer (give title below) Other (specification) | | | |
| (Street) | | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | |
| | DARIEN, C | | 7:\ | | | | | | Person | | | |
| | (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | | |
| | 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | Execution any | | 3. Transactio Code (Instr. 8) | (D) (Instr. 3, | spose | d of | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | Class A Common Stock, \$.01 par value | 05/22/2013 | | | A | 820 (1) | | \$ 89.1 | 18,444 | D | | |
| | Class A Common Stock, \$.01 par value | | | | | | | | 33,730 | I | By trust (2) | |
| | Class A Common Stock, \$.01 par value | | | | | | | | 225.5 | I | By wife (3) | |
| | | | | | | | | | | | | |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerci | sable and | 7. Titl | e and | 8. Price of | 9 |
|-------------|-------------|---------------------|--------------------|------------|------------|----------------------------------|------------|------------------|--------|-------------|---|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | orNumber | Expiration Da | te | Amou | nt of | Derivative | J |
| Security | or Exercise | | any | Code | of | (Month/Day/Year) | | Underly | lying | Security | , |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securi | ities | (Instr. 5) |] |
| | Derivative | | | | Securities | | | (Instr. 3 and 4) | | | (|
| | Security | | | | Acquired | | | | | | J |
| | | | | | (A) or | | | | | |] |
| | | | | | Disposed | | | | | | - |
| | | | | | of (D) | | | | | | (|
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | A | | |
| | | | | | | | | | Amount | | |
| | | | | | | Date Expiration Exercisable Date | Expiration | | or | | |
| | | | | | | | Date | Title | Number | | |
| | | | | G 1 W | (A) (D) | | | | of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FULLER MORTIMER B III

20 WEST AVENUE X

DARIEN, CT 06820

Signatures

Allison M. Fergus as Attorney-in-Fact for Mortimer B. Fuller III

05/24/2013

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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) This restricted stock award was granted under the Second Amended and Restated 2004 Omnibus Incentive Plan of Genesee & Wyoming Inc. (the "Company"). The shares subject to the restricted stock award will vest on the date of the next annual meeting of the Company.
- (2) Held by trusts of which Mr. Fuller is trustee for the benefit of members of Mr. Fuller's family. Mr. Fuller disclaims beneficial ownership of these shares.
- (3) These shares are held by Mr. Fuller's wife. Mr. Fuller disclaims beneficial ownership of these shares.

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.

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