

GENESEE & WYOMING INC
Form 4
May 07, 2015

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
Gallagher Timothy J

(Last) (First) (Middle)

C/O GENESEE & WYOMING INC., 20 WEST AVENUE

(Street)

DARIEN, CT 06820

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GENESEE & WYOMING INC [GWR]

3. Date of Earliest Transaction (Month/Day/Year)
05/05/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
				(A) or (D)	Price		
Class A Common Stock, \$.01 par value	05/05/2015		M	4,556 A	\$ 35.99	39,513	D
Class A Common Stock, \$.01 par value	05/05/2015		M	3,874 A	\$ 38.81	43,387	D
Class A Common Stock, \$.01	05/05/2015		S	7,800 D	\$ 92.51	35,587	D
					(1) (2)		

par value

Class A

Common					\$		
Stock, \$.01	05/05/2015		S	630	D	93.65	34,957 D
par value						<u>(1) (3)</u>	

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

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option, Right to Buy	\$ 35.99	05/05/2015		M	4,556	⁽⁴⁾ 05/27/2015	Class A Common Stock, \$.01 par value	4,556
Stock Option, Right to Buy	\$ 38.81	05/05/2015		M	3,874	⁽⁴⁾ 08/30/2015	Class A Common Stock, \$.01 par value	3,874

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Gallagher Timothy J
C/O GENESEE & WYOMING INC.
20 WEST AVENUE
DARIEN, CT 06820

Chief Financial Officer

Signatures

Allison M. Fergus, Attorney-in-Fact for Timothy J.
Gallagher

05/07/2015

__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).

- The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported in this Form 4.
- (1) holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported in this Form 4.
 - (2) Represents the weighted average sales price for the price increments ranging from \$92.25 to \$93.18.
 - (3) Represents the weighted average sales price for the price increments ranging from \$93.46 to \$94.06.
 - (4) This option award was granted under the Genesee & Wyoming Inc. Second Amended and Restated 2004 Omnibus Incentive Plan and vested in three equal annual installments, beginning February 26, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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