

GENESEE & WYOMING INC  
Form 4  
March 01, 2016

**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 \*  
Liucci Christopher F

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

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/26/2016

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Chief Accounting Officer

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

(Street)

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

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

DARIEN, CT 06820

(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)	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)
			Code	V	Amount (A) or (D) Price		
Class A Common Stock, \$.01 par value	02/26/2016		M		1,438 A \$ 52.09	15,992	D
Class A Common Stock, \$.01 par value	02/26/2016		F		1,328 D \$ 57.12	14,664	D
Class A Common Stock, \$.01	02/26/2016		A		4,517 A \$ 0 (1)	19,181	D

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par value

Class A Common Stock, \$.01 par value	02/26/2016	A	<u>1,276</u> (2)	A	\$ 0	20,457	D
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Class A Common Stock, \$.01 par value	02/27/2015	F	171 (3)	D	\$ 57.12	20,286	D
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Class A Common Stock, \$.01 par value	02/28/2015	F	264 (3)	D	\$ 57.12	20,022	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**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 Acquired (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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Stock Option (Right to Buy)	\$ 52.09	02/26/2016		M	1,438	(4) 02/27/2016	Class A Common Stock, \$.01 par value	1,438
Stock Option (Right to Buy)	\$ 57.12	02/26/2016		A	6,300	(5) 02/26/2021	Class A Common Stock, \$.01 par value	6,300

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Liucci Christopher F C/O GENESEE & WYOMING INC. 20 WEST AVENUE DARIEN, CT 06820			Chief Accounting Officer	

## Signatures

Allison M. Fergus, Attorney-in-Fact for Christopher F. Liucci	03/01/2016
**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 retention restricted stock award was granted under the Genesee & Wyoming Inc. Third Amended and Restated 2004 Omnibus Incentive Plan (the "Plan") and will vest in three equal annual installments, beginning February 26, 2019.
- (2) This annual restricted stock award was granted under the Plan and will vest in two equal annual installments, beginning February 26, 2018.
- (3) These shares were surrendered to Genesee & Wyoming Inc. for the payment of taxes in connection with the vesting of previously granted restricted stock awards.
- (4) This option award was granted under the Plan and vested in three equal annual installments, beginning February 28, 2012.
- (5) This annual option award was granted under the Plan and will vest in three equal annual installments, beginning February 26, 2017.

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.