Gallagher Timothy J Form 4 March 07, 2018

Check this box

if no longer

Section 16.

Form 4 or

obligations

may continue.

Form 5

subject to

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

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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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Gallagher Timothy J Issuer Symbol **GENESEE & WYOMING INC** (Check all applicable) [GWR] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Other (specify X_ Officer (give title (Month/Day/Year) below) C/O GENESEE & WYOMING 02/28/2018 Chief Financial Officer INC., 20 WEST AVENUE (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting **DARIEN, CT 06820**

(City)	(State) (Zip) Table	e I - Non-D	erivative :	Secur	ities Acq	uired, Disposed of	f, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securir (A) or Di (Instr. 3,	(A) or	d of (D)	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			Code V	Amount	(D)	Price	(msu. 3 and 4)		
Class A Common Stock, \$.01 par value	02/28/2018		A	750 (1)	A	\$0	54,631	D	
Class A Common Stock, \$.01 par value	02/28/2018		F	236 (2)	D	\$ 69.53	54,395	D	

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

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SEC 1474 (9-02)

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 Exerc	cisable and	7. Tit	le and	8. Price of	9.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Da	Date Amou		int of	Derivative	D
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Unde	rlying	Security	Se
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	В
	Derivative			Securities				(Instr	. 3 and 4)		O
	Security				Acquired						Fo
					(A) or						R
					Disposed						Tı
					of (D)						(I
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration	Title			
						Exercisable	Date	Titic	of		
				Code V	(A) (D)				Shares		
				Coue v	(A) (D)				Silaies		

Reporting Owners

Relationships Reporting Owner Name / Address

> 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

03/07/2018

Date

**Signature of Reporting Person

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).
- Represents the number of underlying shares of Class A Common Stock of the Issuer earned in accordance with the Issuer's attainment of (1) pre-determined financial performance targets established under its GVA methodology on the previously granted 2017 performance-based restricted stock unit award. The aforementioned award was also subject to time-based vesting, and vested on February 28, 2018.
- These shares were surrendered to Genesee & Wyoming Inc. for the payment of taxes in connection with the vesting of previously granted 2017 performance-based restricted stock unit awards.

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.

Reporting Owners 2

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