

Fergus Allison M
 Form 4/A
 March 29, 2019

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 *
 Fergus Allison M

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)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 General Counsel and Secretary

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

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
 03/04/2019

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)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Stock, \$.01 par value	01/31/2019 ⁽¹⁾		A	2,923 ⁽¹⁾	A	\$ 0	71,312 ⁽¹⁾ ⁽²⁾ D
Class A Common Stock, \$.01 par value	02/28/2019		F ⁽³⁾	301 ⁽³⁾	D	\$ 82	71,011 ⁽²⁾ ⁽³⁾ D
Class A Common Stock, \$.01	02/28/2019		F ⁽⁴⁾	429 ⁽⁴⁾	D	\$ 82	70,582 ⁽²⁾ D

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unit award is subject to time-based vesting, and vests in three equal annual installments, beginning February 28, 2019.

- (2) All shares are held in a joint account with spouse.

The Original Form 4 is also being amended to report the number of shares surrendered to Genesee & Wyoming Inc. (the "Company") for the payment of taxes in connection with the partial vesting of previously granted 2017 performance-based restricted stock unit awards, as

- (3) well as correcting the number of shares beneficially owned following the transaction. The 2017 performance-based restricted stock unit award was earned on February 1, 2018 and is now being reported on a separate Form 4 amendment filed on the date hereof and is no longer reflected on this form.

- (4) The Original Form 4 is also being amended to report the number of shares surrendered to the Company for the payment of taxes in connection with the partial vesting of the previously granted 2018 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.