

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 *
Fergus Allison M

(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)
02/26/2016

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)
General Counsel and Secretary

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)
			Code	V	Amount or Price		
Class A Common Stock, \$.01 par value	02/26/2016		A		7,668 ⁽¹⁾	A	\$ 0 54,662 ⁽²⁾ D
Class A Common Stock, \$.01 par value	02/26/2016		A		4,466 ⁽³⁾	A	\$ 0 59,128 ⁽²⁾ D
Class A Common Stock, \$.01	02/27/2016		F		561 ⁽⁴⁾	D	\$ 58,567 ⁽²⁾ D 57.12

par value

Class A

Common Stock, \$.01 par value 02/28/2016 F 666 ⁽⁴⁾ D \$ 57.12 57,901 ⁽²⁾ D

par value

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 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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 57.12	02/26/2016		A	22,051	⁽⁵⁾ 02/25/2021	Class A Common Stock, \$.01 par value	22,051

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fergus Allison M C/O GENESEE & WYOMING INC. 20 WEST AVENUE DARIEN, CT 06820			General Counsel and Secretary	

Signatures

Allison M. Fergus 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) All shares are held in a joint account with spouse.
- (3) This annual restricted stock award was granted under the Plan and will vest in two equal annual installments, beginning February 26, 2018.
- (4) These shares were surrendered to Genesee & Wyoming Inc. for the payment of taxes in connection with the vesting of previously granted restricted stock awards.
- (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.

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