

GENESEE & WYOMING INC

Form 4

March 01, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Gallagher Timothy J

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
X Officer (give title below) ____ Other (specify below)
Chief Financial 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)
X 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)
Class A Common Stock, \$.01 par value	02/26/2016		A	8,176 (1)	A \$ 0 47,745	D	
Class A Common Stock, \$.01 par value	02/26/2016		A	4,898 (2)	A \$ 0 52,643	D	
Class A Common Stock, \$.01	02/27/2016		F	872 (3)	D \$ 51,771 57.12	D	

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par value

Class A

Common

Stock, \$.01 02/28/2016

F

1,316
(3)

D

\$
57.12

50,455

D

par value

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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 57.12	02/26/2016		A	24,186	(4) 02/25/2021	Class A Common Stock, \$.01 par value	24,186

Reporting Owners

Reporting Owner Name / Address	Relationships
Gallagher Timothy J C/O GENESEE & WYOMING INC. 20 WEST AVENUE DARIEN, CT 06820	Director 10% Owner Officer Other Chief Financial Officer

Signatures

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

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 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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