

Walsh Matthew O.  
Form 4/A  
March 29, 2019

**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

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Walsh Matthew O.

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/01/2018

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify below)  
EVP, Global Corp. Development

(Street)  
DARIEN, CT 06820

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
03/07/2018

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

(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	02/01/2018 <sup>(1)</sup>		A	2,341 <sup>(1)</sup>	A \$ 0	106,075 <sup>(1)</sup>	D
Class A Common Stock, \$.01 par value	02/28/2018		F	299 <sup>(2)</sup>	D \$ 69.53	105,776 <sup>(3)</sup>	D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Walsh Matthew O. C/O GENESEE & WYOMING INC. 20 WEST AVENUE DARIEN, CT 06820	EVP, Global Corp. Development

## Signatures

Allison M. Fergus, Attorney in fact for Matthew O.  
Walsh 03/29/2019

\_\_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) The Form 4 originally filed on March 7, 2018 (the "Original Form 4") is being amended to correct the number of shares of common stock determined to have been earned on February 1, 2018, on the previously granted 2017 performance-based restricted stock unit award based upon Genesee & Wyoming Inc.'s attainment of pre-determined financial performance targets established under its GVA methodology as well as correcting the number of shares beneficially owned following the foregoing transaction. Following the certification of the achievement of performance criteria, the 2017 performance-based restricted stock unit award is subject to time-based vesting, and vests in three equal annual installments, beginning February 28, 2018.

(2) 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.

(3)

## Edgar Filing: Walsh Matthew O. - Form 4/A

The Original Form 4 is also being amended to correct the number of shares beneficially owned following the other transaction reported in the Original Form 4.

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.