GENESEE & WYOMING INC

Form 4

December 02, 2015

Washington, D.C. 20549								OMB Number:	3235-0287	
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF							burden hou	ırs per		
s Section 17	(a) of the	Public Uti	lity Hold	ing Com	pany	Act o	f 1935 or Section	on		
esponses)										
Walsh Matthew O. Symbol							5. Relationship of Reporting Person(s) to Issuer			
								(Check all applicable)		
(M			ıy/Year)	nsaction			Director 10% Owner X Officer (give title Other (specify below)			
EST AVENUE							,	1		
(Street)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
Γ 06820							Form filed by Person	More than One Ro	eporting	
(State)	(Zip)	Table	I - Non-De	erivative S	Securi	ties Acc	quired, Disposed o	of, or Beneficia	lly Owned	
				nAcquired Disposed	(A) o of (D)	Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
11/30/2015			A	1,578 (1)	A	\$0	84,419	D		
	Filed pus Section 17 ction s Section 17 ction esponses) ddress of Reporting ew O. (First) EE & WYOMI CST AVENUE (Street) T 06820 (State) 2. Transaction Da (Month/Day/Year	Filed pursuant to Section 17(a) of the Section 17(a) of the 30(h) seponses) Iddress of Reporting Person ** Wew O. (First) (Middle) EE & WYOMING EST AVENUE (Street) (Street) 7 06820 (State) (Zip) 2. Transaction Date (Month/Day/Year) Execution any (Month/	Filed pursuant to Section 16 Section 17(a) of the Public Ution 30(h) of the Inverse of Reporting Person 2. Issuer symbol GENESI [GWR] (First) (Middle) 3. Date of (Month/Dather) (Month/Dather) (Month/Dather) (Street) 4. If Amen Filed(Monthr) (Month/Dather)	STATEMENT OF CHANGES IN ESECURION SECURION SUMBOL GENESEE & WY [GWR] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 11/30/2015 EE & WYOMING 11/30/2015 EST AVENUE (Street) 4. If Amendment, Dath Filed(Month/Day/Year) T 06820 (State) (Zip) Table I - Non-Decompton Securion Date, if Transaction any Code (Month/Day/Year) (Instr. 8) Code V	STATEMENT OF CHANGES IN BENEFI SECURITIES Filed pursuant to Section 16(a) of the Securities Section 17(a) of the Public Utility Holding Commune. 30(h) of the Investment Company esponses) diress of Reporting Person 2 Esponses 2. Issuer Name and Ticker or Temporal Symbol GENESEE & WYOMING [GWR] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) EE & WYOMING 11/30/2015 EST AVENUE (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) F 06820 (State) (Zip) Table I - Non-Derivative State (Month/Day/Year) T 2. Transaction Date 2A. Deemed 3. 4. Security (Month/Day/Year) Execution Date, if TransactionAcquired any Code Disposed (Month/Day/Year) (Instr. 8) (Instr. 3,	STATEMENT OF CHANGES IN BENEFICIAL SECURITIES Filed pursuant to Section 16(a) of the Securities Exsume. Section 17(a) of the Public Utility Holding Company 30(h) of the Investment Company Act diverses of Reporting Person 2 2. Issuer Name and Ticker or Trading Symbol GENESEE & WYOMING INCE [GWR] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) EE & WYOMING 11/30/2015 EST AVENUE (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) T 06820 (State) (Zip) Table I - Non-Derivative Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and Code V Amount (D)	STATEMENT OF CHANGES IN BENEFICIAL OW SECURITIES Filed pursuant to Section 16(a) of the Securities Exchanges Section 17(a) of the Public Utility Holding Company Act of 19 (a) of the Investment Company Act of 19 (b) of the Investment Company Act of 19 (c) (b) of the Investment Company Act of 19 (c) (c) (c) (d) (d) (e) (d) (e) (d) (e) (e) (e) (e) (e) (e) (e) (e) (e) (e	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 esponses) dress of Reporting Person * Symbol GENESEE & WYOMING INC [GWR] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) SVP, Company Act of 1940 EE & WYOMING 11/30/2015 SVP, Company Act of 1935 or Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 1940 * Change of Part of Trading Structure of Trading Insurer of Trading	Washington, D.C. 20549 Number: Expires: 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 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 sesponses) Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 sesponses) Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 sesponses) Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 sesponses) Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 5. Relationship of Reporting Per Issuer (Check all applicable (Check all applicable Mown) Symbol GENESEE & WYOMING INC (Check all applicable Line) Applicator (give title Delow) Syp, Corporate Develop Syp, Corporate Develop Syp, Corporate Develop Form filed by More than One Reporting Per Individual or Joint/Group Filing Person (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Following (Instr. 4) Reported (A) Transaction(S) (Instr. 3 and 4)	

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1

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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. Transactic Code (Instr. 8)	Transaction Derivative Code Securities		cisable and late (Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 II S (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 69.27	11/30/2015		A	6,483	(2)	11/29/2020	Class A Common Stock, \$.01 par value	6,483	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SVP, Corporate Development

De

Walsh Matthew O.

C/O GENESEE & WYOMING INC.

20 WEST AVENUE

DARIEN, CT 06820

Signatures

Allison M. Fergus, Attorney-in-Fact for Matthew O. Walsh

**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).
- This 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 27, 2016.
- (2) This option award was granted under the Plan and will vest in three equal annual installments, beginning February 27, 2016.

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Reporting Owners 2