

SCUDDER MARK A
Form 4
November 28, 2012

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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(Print or Type Responses)

1. Name and Address of Reporting Person *
SCUDDER MARK A

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)
11/26/2012

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

C/O GENESEE & WYOMING
INC., 66 FIELD POINT ROAD

(Street)

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

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

GREENWICH, CT 06830

(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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock, \$0.01 par value	11/26/2012		M	5,425	A \$ 10.39	41,927	D
Class A Common Stock, \$0.01 par value	11/26/2012		S	5,425	D \$ 73.25 (1) (2)	36,502	D
	11/27/2012		M	4,700	A	41,202	D

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Class A
Common
Stock,
\$0.01 par
value

\$
10.39

Class A
Common
Stock,
\$0.01 par
value

11/27/2012

S 3,700 D

\$ 73.39 37,502 D
(1) (3)

Class A
Common
Stock,
\$0.01 par
value

11/27/2012

S 1,000 D \$ 73.9 36,502 D

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. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 10.39	11/26/2012		M	5,425	<u>(4)</u>	08/20/2013	Class A Common Stock, \$0.01 par value	5,425	
Stock Option (Right to Buy)	\$ 10.39	11/27/2012		M	4,700	<u>(4)</u>	08/20/2013	Class A Common Stock, \$0.01 par value	4,700	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SCUDDER MARK A C/O GENESEE & WYOMING INC. 66 FIELD POINT ROAD GREENWICH, CT 06830	X

Signatures

Allison M. Fergus, Attorney-in-Fact for Mark A. Scudder	11/28/2012
**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).
- The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.
- (1) holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.
 - (2) Represents the weighted average sales price for the price increments ranging from \$73.01 to \$73.48.
 - (3) Represents the weighted average sales price for the price increments ranging from \$72.90 to \$73.84.
 - (4) This option award was granted under the Genesee & Wyoming Inc. Second Amended and Restated 2004 Omnibus Incentive Plan and vested in three equal installments, beginning August 21, 2004.

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.