

GENESEE & WYOMING INC

Form 4

July 02, 2015

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 *
FULLER MORTIMER B III

(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)
06/30/2015

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)

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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock, \$.01 par value	06/30/2015		A	216 ⁽¹⁾ A	\$ 76.62 22,437	D	
Class A Common Stock, \$.01 par value					30,230	I	By trust ⁽²⁾
Class A Common Stock, \$.01					225.5	I	By wife ⁽³⁾

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 6)
				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
FULLER MORTIMER B III C/O GENESEE & WYOMING INC. 20 WEST AVENUE DARIEN, CT 06820	X

Signatures

Allison M. Fergus, Attorney-in-Fact for Mortimer B.
Fuller III

07/02/2015

__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).

These are deferred stock units acquired pursuant to the deferred stock arrangements for non-employee directors in accordance with the terms of the Third Amended and Restated 2004 Omnibus Incentive Plan ("Omnibus Plan") of Genesee & Wyoming Inc. (the (1) "Company"). The deferred stock units are converted into shares of the Company's Class A Common Stock on a one-for-one basis upon distribution. Distribution of shares of Class A Common Stock occurs the first day of the calendar month after a director's service on the Company's Board of Directors terminates or upon another date or dates designated by the director pursuant to the Omnibus Plan.

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- (2) Held by trusts of which Mr. Fuller is trustee for the benefit of members of Mr. Fuller's family. Mr. Fuller disclaims beneficial ownership of these shares.
- (3) These shares are held by Mr. Fuller's wife. Mr. Fuller disclaims beneficial ownership of these shares.

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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