

GENESEE & WYOMING INC  
Form 4  
October 08, 2014

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
FULLER MORTIMER B III

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)  
20 WEST AVENUE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
07/29/2014

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

DARIEN, CT 06820  
(City) (State) (Zip)

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

**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) |   |                         |
|---------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|-------------------------|
|                                       |                                      |  |                                | (A) or (D)  | Price   |  |                                   |   |                         |
|                                       |                                      |  |                                | Code  | V   | Amount   |                                   |   |                         |
| Class A Common Stock, \$.01 par value | 07/29/2014                           |  | A                              | 301 <sup>(1)</sup>  | A   | \$ 0   | 20,811                            | D |                         |
| Class A Common Stock, \$.01 par value |                                      |  |                                |   |   |  | 30,230                            | I | By trust <sup>(2)</sup> |
| Class A Common Stock, \$.01 par value |                                      |  |                                |   |   |  | 225.5                             | I | By wife <sup>(3)</sup>  |

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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 Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| FULLER MORTIMER B III<br>20 WEST AVENUE<br>DARIEN, CT 06820 | X             |           |         |       |

## Signatures

Allison M. Fergus, Attorney-in-Fact for Mortimer B. Fuller III 10/08/2014

\_\_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 Second Amended and Restated 2004 Omnibus Incentive Plan of Genesee & Wyoming Inc. (the "Company"). The shares subject to the restricted stock award will vest in three equal installments on the dates of the next three annual meetings of the Company.
- (1) Inc. (the "Company"). The shares subject to the restricted stock award will vest in three equal installments on the dates of the next three annual meetings of the Company.
  - (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. 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.