

Gallagher Timothy J
 Form 4/A
 March 27, 2018

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 *
 Gallagher Timothy J

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)
 02/27/2017

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

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

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
 03/01/2017

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

DARIEN, CT 06820

(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) |
|---------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Class A Common Stock, \$.01 par value | 02/27/2017 | | F | 873 ⁽¹⁾ D | \$ 74.7 | 51,146 ⁽²⁾ | D |
| Class A Common Stock, \$.01 par value | 02/28/2017 | | F | 679 ⁽¹⁾ D | \$ 74.14 | 50,467 ⁽²⁾ | D |
| Class A Common Stock, \$.01 | 02/28/2017 | | A | 2,918 ⁽³⁾ A | \$ 0 | 53,385 ⁽²⁾ | D |

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 Reported 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 |
| Gallagher Timothy J C/O GENESEE & WYOMING INC. 20 WEST AVENUE DARIEN, CT 06820 | | | Chief Financial Officer | |

Signatures

Allison M. Fergus, Attorney-in-Fact for Timothy J. Gallagher
 03/27/2018
 **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 Form 4 originally filed on March 1, 2017 is being amended to correct the under-reporting of shares surrendered to Genesee & Wyoming Inc. for the payment of taxes in connection with the vesting of the previously granted restricted stock award due to an administrative error.
- (1) Wyoming Inc. for the payment of taxes in connection with the vesting of the previously granted restricted stock award due to an administrative error.
 - (2) The Form 4 originally filed on March 1, 2017 also is being amended to correct the balance in this row, which was incorrect due to the under-reporting of the shares noted above.

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- (3) This annual restricted stock award was granted under the Genesee & Wyoming Inc. Third Amended and Restated 2004 Omnibus Incentive Plan and will vest in three equal annual installments, beginning February 28, 2018.

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.