GENESEE & WYOMING INC

Form 4

March 01, 2016

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

(Last)

Stock, \$.01

1. Name and Address of Reporting Person *

Liucci Christopher F

(First) (Middle)

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

(Street)

DARIEN, CT 06820

2. Issuer Name and Ticker or Trading

Symbol

GENESEE & WYOMING INC [GWR]

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

02/26/2016

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

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB

Number:

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OMB APPROVAL

3235-0287

January 31,

2005

0.5

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

Chief Accounting Officer

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(City)	(State) (Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	(Instr. 3,	ispose 4 and (A) or	d of (D) 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	02/26/2016		Code V M	Amount 1,438	` /	Price \$ 52.09	15,992	D	
Class A Common Stock, \$.01 par value	02/26/2016		F	1,328	D	\$ 57.12	14,664	D	
Class A Common	02/26/2016		A	4,517 (1)	A	\$ 0	19,181	D	

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02/26/2016	A	1,276 (2)	A	\$0	20,457	D
02/27/2015	F	171 (3)	D	\$ 57.12	20,286	D
02/28/2015	F	264 (3)	D	\$ 57.12	20,022	D
	02/27/2015	02/27/2015 F	02/27/2015 F 171 (3)	02/27/2015 F 171 (3) D	02/27/2015 F 171 (3) D \$ 57.12	O2/27/2015 F 171 (3) D \$ 57.12 20,286

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 52.09	02/26/2016		M		1,438	<u>(4)</u>	02/27/2016	Class A Common Stock, \$.01 par value	1,438
Stock Option (Right to Buy)	\$ 57.12	02/26/2016		A	6,300		(5)	02/26/2021	Class A Common Stock, \$.01 par value	6,300

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Liucci Christopher F C/O GENESEE & WYOMING INC. 20 WEST AVENUE DARIEN, CT 06820

Chief Accounting Officer

Signatures

Allison M. Fergus, Attorney-in-Fact for Christopher F. Liucci

03/01/2016

**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 retention 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 26, 2019.
- This annual restricted stock award was granted under the Plan and will vest in two equal annual installments, beginning February 26, 2018
- (3) These shares were surrendered to Genesee & Wyoming Inc. for the payment of taxes in connection with the vesting of previously granted restricted stock awards.
- (4) This option award was granted under the Plan and vested in three equal annual installments, beginning February 28, 2012.
- (5) This annual option award was granted under the Plan and will vest in three equal annual installments, beginning February 26, 2017.

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.

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