Edgar Filing: LORENTZEN OIVIND - Form 4

LORENTZI Form 4	EN OIVIND											
April 03, 20	12											
									OMB APPROVAL			
	LOUIN 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							COMMISSION	OMB Number:	3235-0287		
Check th if no lon subject t Section Form 4 o Form 5 obligatio may con <i>See</i> Instr	F CHANGES IN BENEFICIAL OWNERS SECURITIES Section 16(a) of the Securities Exchange Act of Public Utility Holding Company Act of 1935 of the Investment Company Act of 1940					e Act of 1934, f 1935 or Section	January 31 Expires: 2009 Estimated average burden hours per response 0.9					
1(b).	uction				•	•						
(Print or Type	Responses)											
1. Name and Address of Reporting Person <u>*</u> LORENTZEN OIVIND			2. Issuer Name and Ticker or Trading Symbol GENESEE & WYOMING INC				-	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
		[GWR]										
(Last) (First) (Middle) C/O GENESEE & WYOMING INC., 66 FIELD POINT ROAD			3. Date of Earliest Transaction(Month/Day/Year)03/31/2012					X_ Director 10% Owner Officer (give title Other (specify below) below)				
(Street) 4. If A Filed(N				mendment, Date Original Aonth/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
GREENWI	CH, CT 06830							Person		porting		
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	Security (Month/Day/Year) Execution Date, if							5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Class A Common	02/21/2012			Code V			Price \$	Transaction(s) (Instr. 3 and 4)	D			
Stock, \$0.01 par value	03/31/2012			А	263 <u>(1)</u>	A	54.56	27,963	D			

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

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 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)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
Reporting Owner Funce / Funcess	Director	10% Owner	Officer	Other				
LORENTZEN OIVIND C/O GENESEE & WYOMING INC. 66 FIELD POINT ROAD GREENWICH, CT 06830	Х							
Signatures								
Allison M. Fergus, Attorney-in-Fact fo Lorentzen		04/03/2012						
**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).

These are deferred stock units acquired pursuant to the deferred stock arrangements for non-employee directors in accordance with the terms of the Second 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.

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.