

GENESEE & WYOMING INC

Form 4

December 03, 2013

# FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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)

3. Date of Earliest Transaction (Month/Day/Year)  
12/02/2013

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

20 WEST AVENUE

(Street)

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                       |                                      |                                                    |                                | (A) or (D)                                                        | Price                                                                                         |                                                          |                                                       |
| Class A Common Stock, \$.01 par value | 12/02/2013                           |                                                    | S                              | 25,000                                                            | D                                                                                             | \$ 96.27<br>(1) (2)                                      | 20,971 D                                              |
| Class A Common Stock, \$.01 par value | 12/03/2013                           |                                                    | G                              | 2,100                                                             | D                                                                                             | \$ 0                                                     | 18,871 D                                              |
| Class A Common Stock, \$.01 par value |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 31,230 I By trust (3)                                 |



## Edgar Filing: GENESEE & WYOMING INC - Form 4

- (2) Represents the weighted average sales price for the price increments ranging from \$95.92 to 96.67.
- (3) 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.
- (4) 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.