

GENESEE & WYOMING INC
Form 4
August 26, 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 *
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)
20 WEST AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/22/2014

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Class A Common Stock, \$.01 par value	08/22/2014		M		10,655 A \$ 31.38	76,441	D
Class A Common Stock, \$.01 par value	08/22/2014		M		10,892 A \$ 31.12	87,333	D
Class A Common Stock, \$.01 par value	08/22/2014		S		21,547 D \$ 98.21 (1) (2)	65,786	D

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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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 31.38	08/22/2014		M	10,655	⁽³⁾ 08/30/2014	Class A Common Stock, \$0.01 par value	10,655
Stock Option (Right to Buy)	\$ 31.12	08/22/2014		M	10,892	⁽³⁾ 11/29/2014	Class A Common Stock, \$0.01 par value	10,892

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gallagher Timothy J 20 WEST AVENUE DARIEN, CT 06820			Chief Financial Officer	

Signatures

Allison M. Fergus, Attorney-in-Fact for Timothy J. Gallagher 08/26/2014

__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).

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The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security

- (1) holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported in this Form 4.
- (2) Represents the weighted average sales price for the price increments ranging from \$97.75 to \$98.38.
- (3) This option award was granted under the Genesee & Wyoming Inc. Second Amended and Restated 2004 Omnibus Incentive Plan and vested in three equal annual installments, beginning February 27, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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