GENESEE & WYOMING INC

Form 4

October 02, 2015

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 obligations may continue. See Instruction

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

1(b).

Stock. \$.01

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading FULLER MORTIMER B III Issuer Symbol **GENESEE & WYOMING INC** (Check all applicable) [GWR] (Last) (First) (Middle) 3. Date of Earliest Transaction _X__ Director 10% Owner Officer (give title Other (specify (Month/Day/Year) C/O GENESEE & WYOMING 09/30/2015 INC., 20 WEST AVENUE (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting DARIEN CT 06820

DARIEN, C1 00020						Person			
(City)	(State)	Zip) Table	e I - Non-D	erivative (Secur	ities Acq	uired, Disposed o	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)	4. Security on(A) or Di (Instr. 3,	spose	d of (D)	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	09/30/2015		A	374 (1)	A	\$ 57.51	22,811	D	
Class A Common Stock, \$.01 par value							30,230	I	By trust (2)
Class A Common							225.5	I	By wife (3)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

par value

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

		(e.g., puts, calls, warran	(e.g., puts, calls, warrants, options, convertible securities)							
1. Title of	2.	3. Transaction Date 3A. Deemed	4.	5.	6. Date Exercisable an					

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. Transact Code (Instr. 8)	5. ionNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	5	ate	7. Titl Amou Under Securi (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)
				Code \	7 (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FULLER MORTIMER B III C/O GENESEE & WYOMING INC. 20 WEST AVENUE DARIEN, CT 06820

X

Signatures

Allison M. Fergus, Attorney-in-Fact for Mortimer B. Fuller III

10/02/2015

**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 Third 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.

Reporting Owners 2

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- (2) 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.
- (3) 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.