

Miller Michael O  
 Form 3  
 October 02, 2018

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Miller Michael O		(Month/Day/Year)	GENESEE & WYOMING INC [GWR]	
(Last)	(First)	(Middle)	10/01/2018	
C/O GENESEE & WYOMING INC., Â 20 WEST AVENUE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
DARIEN, Â CT Â 06820			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			President, North America	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock, \$.01 par value	23,851 <sup>(1)</sup>	D	Â

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title			

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	Â <u>(2)</u>	11/28/2018	Class A Common Stock, \$.01 par value	1,496	\$ 96.2	D	Â
Stock Option (Right to Buy)	Â <u>(2)</u>	02/27/2019	Class A Common Stock, \$.01 par value	3,728	\$ 98.92	D	Â
Stock Option (Right to Buy)	Â <u>(2)</u>	05/29/2019	Class A Common Stock, \$.01 par value	3,614	\$ 97.35	D	Â
Stock Option (Right to Buy)	Â <u>(2)</u>	08/28/2019	Class A Common Stock, \$.01 par value	3,992	\$ 98.33	D	Â
Stock Option (Right to Buy)	Â <u>(2)</u>	11/27/2019	Class A Common Stock, \$.01 par value	3,711	\$ 98.59	D	Â
Stock Option (Right to Buy)	Â <u>(2)</u>	02/26/2020	Class A Common Stock, \$.01 par value	3,527	\$ 103.1	D	Â
Stock Option (Right to Buy)	Â <u>(2)</u>	05/28/2020	Class A Common Stock, \$.01 par value	4,277	\$ 82.34	D	Â
Stock Option (Right to Buy)	Â <u>(2)</u>	08/30/2020	Class A Common Stock, \$.01 par value	4,249	\$ 68.38	D	Â
Stock Option (Right to Buy)	Â <u>(2)</u>	11/29/2020	Class A Common Stock, \$.01 par	4,538	\$ 69.27	D	Â

			value				
Stock Option (Right to Buy)	Â (3)	02/25/2021	Class A Common Stock, \$.01 par value	20,150	\$ 57.12	D	Â
Stock Option (Right to Buy)	Â (4)	02/27/2022	Class A Common Stock, \$.01 par value	16,226	\$ 74.14	D	Â
Stock Option (Right to Buy)	Â (5)	02/27/2025	Class A Common Stock, \$.01 par value	16,226	\$ 69.53	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Miller Michael O C/O GENESEE & WYOMING INC. 20 WEST AVENUE DARIEN, CT 06820	Â	Â	Â President, North America	Â

## Signatures

Allison M. Fergus, Attorney-in-Fact for Michael O.  
Miller 10/02/2018

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) This amount includes 13,241 shares of Class A Common Stock represented by unvested restricted stock granted under the Fourth Amended and Restated 2004 Omnibus Incentive Plan of Genesee & Wyoming Inc. (the "Plan"), of which 4,463 shares will vest on February 26, 2019, 1,548 shares will vest on February 28, 2019, 2,421 shares will vest on February 26, 2020, 1,548 shares will vest on February 28, 2020, 2,422 shares will vest on February 26, 2021 and 839 shares will vest on February 28, 2021.
  - (2) This option award was granted under the Plan and is fully exercisable as of the date hereof.
  - (3) This option award was granted under the Plan and is exercisable as to 13,433 of such shares as of the date hereof and will become exercisable as to 6,717 of such shares on February 26, 2019.
  - (4) This option award was granted under the Plan and is exercisable as to 5,409 of such shares as of the date hereof and will become exercisable as to 5,408 of such shares on February 28, 2019 and 5,409 of such shares on February 28, 2020.
  - (5) This option award was granted under the Plan and will become exercisable as to 5,409 shares on February 28, 2019, 5,408 shares on February 28, 2020 and 5,409 shares on February 28, 2021.

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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