

Miller Michael O
 Form 3/A
 March 29, 2019

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 and 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) | 10/02/2018 |
| 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 | 24,809 ⁽¹⁾ ⁽²⁾ | 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 | | | |

| | | | |
|-------------|------------|-----------|-------------|
| Date | Expiration | Amount or | or Indirect |
| Exercisable | Date | Number of | (I) |
| | | Shares | (Instr. 5) |

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

03/29/2019

**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) The Form 3 originally filed on October 2, 2018 (the "Original Form 3") is being amended to correct the number of shares beneficially owned by the Reporting Person to include the number of shares of common stock determined to have been earned on February 1, 2018, on the previously granted 2017 performance-based restricted stock unit award based upon Genesee & Wyoming Inc.'s attainment of pre-determined financial performance targets established under its GVA methodology. Following the certification of the achievement of performance criteria, the 2017 performance-based restricted stock unit award is subject to time-based vesting, and vests in three equal annual installments, beginning February 28, 2018, and as a result, 547 shares of such award were delivered on February 28, 2018, and an additional 546 shares vest on each of February 28, 2019 and 2020.

(2) This amount also 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 vest on February 26, 2019, 1,548 shares vest on February 28, 2019, 2,421 shares vest on February 26, 2020, 1,548 shares vest on February 28, 2020, 2,422 shares vest on February 26, 2021 and 839 shares vest 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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