

GENESEE & WYOMING INC
Form 4
December 03, 2013

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 *
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)
20 WEST AVENUE
(Street)

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

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

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)
				(A) or (D)	Price		
Class A Common Stock, \$.01 par value	12/02/2013		S	25,000	D	\$ 96.27 (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)

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- (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.