

GENESEE & WYOMING INC  
Form 4  
May 27, 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 \*  
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)  
05/22/2014

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	05/22/2014		C	80,000	A	99,870	D
Class A Common Stock, \$.01 par value	05/23/2014		S	41,757 (2)	D	\$ 96.42 (3) (4)	D
Class A Common Stock, \$.01 par value	05/27/2014		S	38,243 (2)	D	\$ 96.68 (3) (5)	D

Class A Common Stock, \$.01 par value	31,230	I	By trust <sup>(6)</sup>
Class A Common Stock, \$.01 par value	225.5	I	By wife <sup>(7)</sup>

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. P Der Sec (Ins	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock, \$.01 par value	<sup>(8)</sup>	05/22/2014		C	80,000	<sup>(8)</sup>	<sup>(8)</sup>	Class A Common Stock, \$.01 par value	80,000 \$
Class B Common Stock, \$.01 par value	<sup>(8)</sup>					<sup>(8)</sup>	<sup>(8)</sup>	Class A Common Stock, \$.01 par value	<sup>(8)</sup>
Class B Common Stock, \$.01 par value	<sup>(8)</sup>					<sup>(8)</sup>	<sup>(8)</sup>	Class A Common Stock, \$.01 par value	<sup>(8)</sup>

## Reporting Owners

Reporting Owner Name / Address Relationships

Reporting Owners

Director 10% Owner Officer Other

FULLER MORTIMER B III  
20 WEST AVENUE X  
DARIEN, CT 06820

## Signatures

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

05/27/2014

\_\_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).
- (1) These shares were received upon the conversion of Class B Common Stock. Each share of Class B Common Stock is convertible into one share of Class A Common Stock.
- (2) Mr. Fuller's sales were made to diversify his portfolio and in connection with his tax planning.  
The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported in this Form 4.
- (3) holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported in this Form 4.
- (4) Represents the weighted average sales price for the price increments ranging from \$96.05 to \$96.68.
- (5) Represents the weighted average sales price for the price increments ranging from \$96.29 to \$97.08.
- (6) 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.
- (7) These shares are held by Mr. Fuller's wife. Mr. Fuller disclaims beneficial ownership of these shares.
- (8) This Class B Common Stock is not registered pursuant to Section 12 of the Act. However, each share of Class B Common Stock is freely convertible into one share of Class A Common Stock.

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.