

Walsh Matthew O.  
Form 3  
May 29, 2013

**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 Walsh Matthew O.		(Month/Day/Year)	GENESEE & WYOMING INC [GWR]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		05/22/2013		
20 WEST AVENUE			(Check all applicable)	
(Street)			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below) SVP, Corporate Development	
DARIEN,Â CTÂ 06820			6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

**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	57,839 <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) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable    Expiration Date	Title    Amount or Number of			

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				Shares		(I) (Instr. 5)	
Stock Option (Right to Buy)	Â <u>(2)</u>	02/26/2014	Class A Common Stock, \$.01 par value	12,149	\$ 20.89	D	Â
Stock Option (Right to Buy)	Â <u>(3)</u>	05/28/2014	Class A Common Stock, \$.01 par value	8,691	\$ 28.92	D	Â
Stock Option (Right to Buy)	Â <u>(4)</u>	08/30/2014	Class A Common Stock, \$.01 par value	8,024	\$ 31.38	D	Â
Stock Option (Right to Buy)	Â <u>(5)</u>	11/29/2014	Class A Common Stock, \$.01 par value	8,203	\$ 31.12	D	Â
Stock Option (Right to Buy)	Â <u>(6)</u>	02/25/2015	Class A Common Stock, \$.01 par value	3,877	\$ 31.85	D	Â
Stock Option (Right to Buy)	Â <u>(7)</u>	05/27/2015	Class A Common Stock, \$.01 par value	3,431	\$ 35.99	D	Â
Stock Option (Right to Buy)	Â <u>(8)</u>	08/30/2015	Class A Common Stock, \$.01 par value	2,918	\$ 38.81	D	Â
Stock Option (Right to Buy)	Â <u>(9)</u>	11/29/2015	Class A Common Stock, \$.01 par value	2,497	\$ 47.49	D	Â
Stock Option (Right to Buy)	Â <u>(10)</u>	02/27/2016	Class A Common Stock, \$.01 par	4,026	\$ 52.09	D	Â

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			value				
Stock Option (Right to Buy)	Â <u>(11)</u>	05/30/2016	Class A Common Stock, \$.01 par value	3,717	\$ 59.35	D	Â
Stock Option (Right to Buy)	Â <u>(12)</u>	08/30/2016	Class A Common Stock, \$.01 par value	3,844	\$ 51.94	D	Â
Stock Option (Right to Buy)	Â <u>(13)</u>	11/29/2016	Class A Common Stock, \$.01 par value	3,260	\$ 61.07	D	Â
Stock Option (Right to Buy)	Â <u>(14)</u>	02/27/2017	Class A Common Stock, \$.01 par value	4,284	\$ 60.54	D	Â
Stock Option (Right to Buy)	Â <u>(15)</u>	05/30/2017	Class A Common Stock, \$.01 par value	4,658	\$ 50.11	D	Â
Stock Option (Right to Buy)	Â <u>(16)</u>	08/30/2017	Class A Common Stock, \$.01 par value	3,892	\$ 63.56	D	Â
Stock Option (Right to Buy)	Â <u>(17)</u>	11/29/2017	Class A Common Stock, \$.01 par value	3,386	\$ 72.95	D	Â
Stock Option (Right to Buy)	Â <u>(18)</u>	02/27/2018	Class A Common Stock, \$.01 par value	3,185	\$ 89.52	D	Â

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Walsh Matthew O.
20 WEST AVENUE
DARIEN, CT 06820
SVP, Corporate Development

Signatures

Allison M. Fergus, Attorney-in-Fact for Matthew O.
Walsh
05/29/2013

\*\*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 amount includes 5,038 shares of Class A Common Stock represented by unvested restricted stock granted under the Second Amended and Restated 2004 Omnibus Incentive Plan of Genesee & Wyoming Inc. (the "Plan"), of which 3,093 shares will vest on February 28, 2014, 1,693 shares will vest on February 28, 2015, and 252 shares will vest on February 29, 2016.
(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 fully exercisable as of the date hereof.
(4) This option award was granted under the Plan and is fully exercisable as of the date hereof.
(5) This option award was granted under the Plan and is fully exercisable as of the date hereof.
(6) This option award was granted under the Plan and is fully exercisable as of the date hereof.
(7) This option award was granted under the Plan and is fully exercisable as of the date hereof.
(8) This option award was granted under the Plan and is fully exercisable as of the date hereof.
(9) This option award was granted under the Plan and is fully exercisable as of the date hereof.
(10) This option award was granted under the Plan and is exercisable as to 2,684 of such shares as of the date hereof and will become exercisable as to 1,342 of such shares on February 28, 2014.
(11) This option award was granted under the Plan and is exercisable as to 2,478 of such shares as of the date hereof and will become exercisable as to 1,239 of such shares on February 28, 2014.
(12) This option award was granted under the Plan and is exercisable as to 2,563 of such shares as of the date hereof and will become exercisable as to 1,281 of such shares on February 28, 2014.
(13) This option award was granted under the Plan and is exercisable as to 2,173 of such shares as of the date hereof and will become exercisable as to 1,087 of such shares on February 28, 2014.
(14) This option award was granted under the Plan and is exercisable as to 1,428 of such shares as of the date hereof and will become exercisable as to 1,428 of such shares on February 28, 2014, and as to 1,428 of such shares on February 28, 2015.
(15) This option award was granted under the Plan and is exercisable as to 1,553 of such shares as of the date hereof and will become exercisable as to 1,552 of such shares on February 28, 2014, and as to 1,553 of such shares on February 28, 2015.
(16) This option award was granted under the Plan and is exercisable as to 1,298 of such shares as of the date hereof and will become exercisable as to 1,297 of such shares on February 28, 2014, and as to 1,297 of such shares on February 28, 2015.
(17) This option award was granted under the Plan and is exercisable as to 1,129 of such shares as of the date hereof and will become exercisable as to 1,128 of such shares on February 28, 2014, and as to 1,129 of such shares on February 28, 2015.
(18) This option award was granted under the Plan and will become exercisable as to 1,416 shares on February 28, 2014, as to 1,415 shares on February 28, 2015, and as to 354 shares on February 29, 2016.

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.