

GENESEE & WYOMING INC
 Form 4
 February 21, 2014

FORM 4

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

OMB APPROVAL

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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 *
HELLMANN JOHN C

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)
 02/19/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Exec. Officer & Pres.

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 Ownership (Instr. 4) |
|---------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Class A Common Stock, \$.01 par value | 02/19/2014 | | M | | 7,577 A \$ 20.89 | 277,078 | D |
| Class A Common Stock, \$.01 par value | 02/19/2014 | | S ⁽¹⁾ | | 2,500 D \$ 94.32 | 274,578 | D |
| Class A Common Stock, \$.01 par value | 02/19/2014 | | S ⁽¹⁾ | | 290 D \$ 95.56 | 274,288 | D |

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| | | | | | | | | | |
|--|------------|--|------------------------|--------|---|--------------------------------------|---------|---|------------------------|
| Class A Common Stock, \$.01 par value | 02/20/2014 | | M | 25,092 | A | \$ 20.89 | 299,380 | D | |
| Class A Common Stock, \$.01 par value | 02/20/2014 | | <u>S⁽¹⁾</u> | 14,200 | D | \$ <u>95.25</u> <u>(2) (5)</u> | 285,180 | D | |
| Class A Common Stock, \$.01 par value | 02/20/2014 | | <u>S⁽¹⁾</u> | 1,322 | D | \$ <u>95.94</u> <u>(2) (6)</u> | 283,858 | D | |
| Class A Common Stock, \$.01 par value | | | | | | | 55,555 | I | By Trust <u>(7)</u> |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) | Amount or Number of Shares | |
|---|--|---|---|---|--|--|---|-------------------------------------|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Stock Option (Right to Buy) | \$ 20.89 | 02/19/2014 | | M | 7,577 | <u>(8)</u> 02/26/2014 | Class A Common Stock, \$.01 par value | 7,577 | |
| Stock Option (Right to Buy) | \$ 20.89 | 02/20/2014 | | M | 25,092 | <u>(8)</u> 02/26/2014 | Class A Common Stock, \$.01 par value | 25,092 | |
| | <u>(9)</u> | | | | | <u>(9)</u> | <u>(9)</u> | <u>(9)</u> | |

Class B
Common
Stock,
\$.01 par
value

Class A
Common
Stock,
\$.01 par
value

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HELLMANN JOHN C 20 WEST AVENUE DARIEN, CT 06820 | X | | Chief Exec. Officer & Pres. | |

Signatures

Allison M. Fergus, Attorney-in-Fact for John C.
Hellmann

02/21/2014

__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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on May 30, 2013.
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.
 - (2) Represents the weighted average sales price for the price increments ranging from \$94.23 to \$94.50.
 - (3) Represents the weighted average sales price for the price increments ranging from \$95.50 to \$95.69.
 - (4) Represents the weighted average sales price for the price increments ranging from \$94.86 to \$95.86.
 - (5) Represents the weighted average sales price for the price increments ranging from \$95.87 to \$96.07.
 - (6) Held by a trust of which Mr. Hellmann is investment trustee for the benefit of family members of Mr. Hellmann.
 - (7) This option award was granted under the Genesee & Wyoming Inc. Second Amended and Restated 2004 Omnibus Incentive Plan and vested in three equal annual installments, on the anniversary date of the grant.
 - (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.