

GENESEE & WYOMING INC
 Form 4/A
 July 30, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
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)
 05/30/2014

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)
 06/03/2014

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 (A) or (D) Price		
Class A Common Stock, \$.01 par value	05/30/2014		A		4,573 (1)	A	\$ 0 293,220
Class A Common Stock, \$.01 par value						I	55,555
							By Trust (2)

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

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 (9-02)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (Right to Buy)	\$ 97.35	05/30/2014		A	22,631	(3) 05/29/2019	Class A Common Stock, \$0.01 par value 22,631
Class B Common Stock, \$0.01 par value	(4)					(4) (4)	Class A Common Stock, \$0.01 par value (4)

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 07/30/2014

__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) This restricted stock award was granted under the Genesee & Wyoming Inc. Second Amended and Restated 2004 Omnibus Incentive Plan (the "Plan") and will vest in three equal annual installments, beginning February 28, 2015.
- (2) Held by a trust of which Mr. Hellmann is investment trustee for the benefit of family members of Mr. Hellmann.

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- (3) This option award was granted under the Plan and will vest in three equal annual installments, beginning February 28, 2015.
- (4) 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.

Remarks:

This Form 4A is being filed to amend the Form 4 filed for Mr. Hellmann on June 3, 2014, which failed to reflect the grant of t

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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