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Liucci Christ Form 4	•										
September 05										PPROVAL	
FORM	4 UNITED	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES									
Check thi if no long subject to Section 10 Form 4 or	er STATEN 6.										
Form 5 obligation may conti <i>See</i> Instru 1(b).	inue. Section 17(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 R	Responses)										
			2. Issuer Name and Ticker or Trading Symbol GENESEE & WYOMING INC [GWR]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 66 FIELD Pe	(First) (OINT ROAD	Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/31/2012					Director 10% Owner X_Officer (give title Other (specify below) Chief Accounting Officer			
				. If Amendment, Date Original ïled(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
GREENWIC	CH, CT 06830								More than One Re		
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year) Executi any	emed on Date, if /Day/Year)	3. Transactic Code (Instr. 8)	4. Security onAcquired Disposed (Instr. 3,	l (A) o l of (D 4 and (A))	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Class A				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock, \$.01 par value	08/31/2012			А	372 <u>(1)</u>	А	\$0	14,937	D		

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

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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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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. H Der Sec (In:
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 63.56	08/31/2012		А	1,401	(2)	08/30/2017	Class A Common Stock, \$.01 par value	1,401	

Reporting Owners

Reporting Owner Name / Address			Relationships		
	Director	10% Owner	Officer	Other	
Liucci Christopher F 66 FIELD POINT ROAD GREENWICH, CT 06830			Chief Accounting Officer		
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Signatures

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 and will vest in three equal annual installments, beginning February 28, 2013.
- (2) This option award was granted under the Genesee & Wyoming Inc. Second Amended and Restated 2004 Omnibus Incentive Plan and will vest in three equal annual installments, beginning February 28, 2013.

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.