

Miller Michael O
 Form 4
 March 04, 2019

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 *
 Miller Michael O

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)
 C/O GENESEE & WYOMING INC., 20 WEST AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/28/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President, North America

DARIEN, CT 06820

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

(City) (State) (Zip)

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)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Stock, \$.01 par value	02/28/2019		F	156 ⁽¹⁾ D	\$ 82	22,712	D
Class A Common Stock, \$.01 par value	02/28/2019		F	185 ⁽¹⁾ D	\$ 82	22,527	D
Class A Common Stock, \$.01	02/28/2019		A	6,720 ⁽²⁾ A	\$ 82	29,247	D

par value

Class A

Common Stock, \$.01 02/28/2019 A 425 ⁽³⁾ A \$ 82 29,672 D

par value

Class A

Common Stock, \$.01 02/28/2019 A 654 ⁽⁴⁾ A \$ 82 30,326 D

par value

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. 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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Miller Michael O C/O GENESEE & WYOMING INC. 20 WEST AVENUE DARIEN, CT 06820			President, North America	

Signatures

Allison M. Fergus, Attorney-in-Fact for Michael O. Miller 03/04/2019

__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 surrendered to Genesee & Wyoming Inc. (the "Company") for the payment of taxes in connection with the vesting of previously granted restricted stock awards.
- (2) This restricted stock award was granted under the Company's Fourth Amended and Restated 2004 Omnibus Incentive Plan (the "Plan") and will vest in three equal annual installments, beginning February 28, 2020.

Represents the number of underlying shares of Class A Common Stock of the Company earned in accordance with the Company's attainment of pre-determined financial performance targets established under its GVA methodology on the previously granted 2017 performance-based restricted stock unit award. The aforementioned award was also subject to time-based vesting, and partially vested on February 28, 2019.
- (3) Represents the number of underlying shares of Class A Common Stock of the Company earned in accordance with the Company's attainment of pre-determined financial performance targets established under its GVA methodology on the previously granted 2018 performance-based restricted stock unit award. The aforementioned award was also subject to time-based vesting, and partially vested on February 28, 2019.
- (4) Represents the number of underlying shares of Class A Common Stock of the Company earned in accordance with the Company's attainment of pre-determined financial performance targets established under its GVA methodology on the previously granted 2018 performance-based restricted stock unit award. The aforementioned award was also subject to time-based vesting, and partially vested on February 28, 2019.

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.