

Fergus Allison M  
 Form 4/A  
 March 29, 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 \*  
 Fergus Allison M

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)  
 02/01/2018

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 General Counsel and Secretary

DARIEN, CT 06820

4. If Amendment, Date Original Filed(Month/Day/Year)  
 03/07/2018

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 | 02/01/2018 <sup>(1)</sup>            |  | A                              | 2,049 <sup>(1)</sup>  | A   | \$ 0   | 65,730 <sup>(1) (2)</sup> D       |
| Class A Common Stock, \$.01 par value | 02/28/2018                           |  | F                              | 215 <sup>(3)</sup>  | D   | \$ 69.53   | 65,515 <sup>(2) (4)</sup> D       |

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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(9-02)

**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 (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | 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 |
| Fergus Allison M<br>C/O GENESEE & WYOMING INC.<br>20 WEST AVENUE<br>DARIEN, CT 06820 |               |           | General Counsel and Secretary |       |

## Signatures

Allison M. Fergus  
03/29/2019  
\*\*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).
- The Form 4 originally filed on March 7, 2018 (the "Original Form 4") is being amended to correct the number of shares of common stock determined to have been earned on February 1, 2018, on the previously granted 2017 performance-based restricted stock unit award based upon Genesee & Wyoming Inc.'s attainment of pre-determined financial performance targets established under its GVA methodology as well as correcting the number of shares beneficially owned following the foregoing transaction. Following the certification of the achievement of performance criteria, the 2017 performance-based restricted stock unit award is subject to time-based vesting, and vests in three equal annual installments, beginning February 28, 2018.
- (1) All shares are held in a joint account with spouse.
  - (2)
  - (3)

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These shares were surrendered to Genesee & Wyoming Inc. for the payment of taxes in connection with the vesting of previously granted 2017 performance-based restricted stock unit awards.

- (4) The Original Form 4 is also being amended to correct the number of shares beneficially owned following the other transaction reported in the Original Form 4.

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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