

HELLMANN JOHN C

Form 4

August 22, 2018

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(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)

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/20/2018

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

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 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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock, \$.01 par value	08/20/2018		M	11,551 A	\$ 86.58	399,407	D
Class A Common Stock, \$.01 par value	08/20/2018		S ⁽¹⁾	11,467 D	\$ 88.01 (2) (3)	387,940	D
Class A Common Stock, \$.01					55,555	I	By Trust (4)

par value

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

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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. Pr Deriv Secu (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 86.58	08/20/2018		M	11,551	<u>(5)</u>	08/29/2018	Class A Stock, \$.01 par value	11,551	\$

Reporting Owners

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

Signatures

Allison M. Fergus, Attorney-in-Fact for John C.
Hellmann 08/22/2018

__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 March 10, 2018.

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- (2) Represents the weighted average sales price for the price increments ranging from \$87.45 to \$88.32.

The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security

- (3) holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported in this Form 4.

- (4) Held by a trust of which Mr. Hellmann is investment trustee for the benefit of family members of Mr. Hellmann.

- (5) This option award was granted under the Genesee & Wyoming Fourth Amended and Restated 2004 Omnibus Plan and vested in three equal installments, beginning February 28, 2014.

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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