

Walsh Matthew O.
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 *
Walsh Matthew 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)
01/31/2019

____ Director
 Officer (give title below) _____ Other (specify below)
EVP, Global Corp. Development

DARIEN, CT 06820

4. If Amendment, Date Original Filed(Month/Day/Year)
03/04/2019

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)
			Code	V	Amount (A) or (D) Price		
Class A Common Stock, \$.01 par value	01/31/2019 ⁽¹⁾		A		3,815 ⁽¹⁾ A \$ 0	113,507 ⁽¹⁾	D
Class A Common Stock, \$.01 par value	02/28/2019		F ⁽²⁾		398 ⁽²⁾ D \$ 82	113,109 ⁽²⁾	D
Class A Common Stock, \$.01	02/28/2019		F ⁽³⁾		648 ⁽³⁾ D \$ 82	112,461	D

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. 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
Walsh Matthew O. C/O GENESEE & WYOMING INC. 20 WEST AVENUE DARIEN, CT 06820			EVP, Global Corp. Development	

Signatures

Allison M. Fergus, Attorney in fact for Matthew O. Walsh
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).

(1) The Form 4 originally filed on March 4, 2019 (the "Original Form 4") is being amended to correct the last line of such report, which reflects the number of shares of common stock determined to have been earned on January 31, 2019, on the previously granted 2018 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 2018 performance-based restricted stock unit award is subject to time-based vesting, and vests in three equal annual installments, beginning February 28, 2019.

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- The Original Form 4 is also being amended to report the number of shares surrendered to Genesee & Wyoming Inc. (the "Company") for the payment of taxes in connection with the partial vesting of previously granted 2017 performance-based restricted stock unit awards, as
- (2) well as correcting the number of shares beneficially owned following the transaction. The 2017 performance-based restricted stock unit award was earned on February 1, 2018 and is now being reported on a separate Form 4 amendment filed on the date hereof and is no longer reflected on this form.
 - (3) The Original Form 4 is also being amended to report the number of shares surrendered to the Company for the payment of taxes in connection with the partial vesting of the previously granted 2018 performance-based restricted stock unit awards.

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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