

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

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

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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.

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.