

HELLMANN JOHN C  
Form 4  
August 22, 2018

**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 \*  
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

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
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 <sup>(1)</sup>		11,467 D \$ 88.01	387,940	D
Class A Common Stock, \$.01						55,555	I By Trust
							<sup>(4)</sup>



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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. 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.