Edgar Filing: Norkus Michael - Form 4

Norkus Mich	nael										
Form 4											
January 03, 2	_										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION									OMB APPROVAL		
	UNIII	DSIAIL		hington,					OMB Number:	3235-0287	
Check the					2.0.20				Expires:	January 31,	
if no long		EMENT O	F CHAN	GES IN I	BENEF	ICIA	LOW	NERSHIP OF	. 200		
subject to Section 16. SECURITIES								Estimated average burden hours per			
	Form 4 or							response 0.5			
Form 5 obligation		-					-	e Act of 1934,			
may cont				•	•	· ·	•	f 1935 or Section	n		
See Instru	uction	30(h)) of the Inv	vestment	Compan	y Ac	et of 194	10			
1(b).											
(Print or Type F	Responses)										
1. Name and Address of Reporting Person *2. IssueNorkus MichaelSymbol				r Name and Ticker or Trading			5. Relationship of Reporting Person(s) to Issuer				
				•							
				GENESEE & WYOMING INC				(Check all applicable)			
			[GWR]					(/	
(Last)	(First)	(Middle)	3. Date of		ansaction			XDirector		Owner	
				nth/Day/Year)			Officer (give titleOther (specifybelow)below)				
			12/31/20	010							
Filed(Month/Day/Year)			4 If A	4 If American Deter Original			6. Individual or Joint/Group Filing(Check Applicable Line)				
				-							
			_X_Form filed by One Reporting Person								
GREENWI	CH, CT 06830)						Form filed by M Person	Iore than One Re	porting	
(City)	(State)	(Zip)	Table	I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of	2. Transaction	Date 2A. Dee	emed	3.	4. Securi	ties A	cquired	5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Y	ear) Executio	n Date, if Transaction(A) or Disposed of (D)				d of (D)	Securities	Form: Direct		
(Instr. 3)		'Day/Year)	Code (Instr. 3, 4 and 5) ay/Year) (Instr. 8)				Beneficially Owned	(D) or Beneficial Indirect (I) Ownership			
		(Ivioiiui/	Day/Teal)	(111501.0)				Following	(Instr. 4)	Ownership (Instr. 4)	
						(A)		Reported	. ,	. ,	
						or		Transaction(s) (Instr. 3 and 4)			
G1 .				Code V	Amount	(D)	Price	(msu. 5 and 4)			
Class A							Φ				
Common	12/31/2010			А	342 <u>(1)</u>	А	\$	6,921	D		
Stock, \$.01 par value							52.97				

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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 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)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
reporting o when reamers	Director	10% Owner	Officer	Other				
Norkus Michael C/O GENESEE & WYOMING INC. 66 FIELD POINT ROAD GREENWICH, CT 06830	Х							
Signatures								
Allison M. Fergus, Attorney-in-Fact fo Norkus	1	01/03/2011						
<u>**</u> 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).

These are deferred stock units acquired pursuant to the deferred stock arrangements for non-employee directors in accordance with the terms of the Amended and Restated 2004 Omnibus Incentive Plan ("Omnibus Plan") of Genesee & Wyoming Inc. (the "Company"). The

 deferred stock units are converted into shares of the Company's Class A Common Stock on a one-for-one basis upon distribution. Distribution of shares of Class A Common Stock occurs the first day of the calendar month after a director's service on the Company's Board of Directors terminates or upon another date or dates designated by the director pursuant to the Omnibus Plan.

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.