

GENESEE & WYOMING INC
 Form 4
 February 28, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 TC Group V, L.L.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)

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

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

C/O THE CARLYLE GROUP, 1001 PENNSYLVANIA AVE. NW, SUITE 220S

02/13/2013

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ Form filed by More than One Reporting Person

WASHINGTON, DC 20004

(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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	02/13/2013		C	5,984,232 A	\$ 0 5,984,232	I	See footnotes (1) (2)

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

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SEC 1474 (9-02)

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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)	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)
Mandatorily Convertible Perpetual Preferred Stock-Series A-1	\$ 0	02/13/2013		C	350,000	(3) (3)	Class A Common Stock 5,984,2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TC Group V, L.L.C. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004		X		
Carlyle Partners V GW, L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004		X		
CP V GW AIV 1, L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004		X		
CP V GW AIV 2, L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004		X		
CP V GW AIV 3, L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004		X		
CP V GW AIV 4, L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S		X		

WASHINGTON, DC 20004

CP V COINVESTMENT A, L.P.
C/O THE CARLYLE GROUP
1001 PENNSYLVANIA AVE. NW, SUITE 220S X
WASHINGTON, DC 20004

CP V COINVESTMENT B, L.P.
C/O THE CARLYLE GROUP
1001 PENNSYLVANIA AVE. NW, SUITE 220S X
WASHINGTON, DC 20004

Signatures

TC GROUP V, L.L.C. By: TC Group Cayman Investment Holdings Sub L.P., its managing member By: TC Group Cayman Investment Holdings, L.P., its general partner By: Carlyle Holdings II L.P., its general partner By: /s/ Jeremy W. Anderson, attorney-in-fact 02/28/2013

__Signature of Reporting Person Date

CARLYLE PARTNERS V GW, L.P. By: TC Group V, L.P., its general partner By: /s/ Jeremy W. Anderson, Authorized Person 02/28/2013

__Signature of Reporting Person Date

CP V GW AIV1, L.P., By: TC Group V, L.P., its general partner By: /s/ Jeremy W. Anderson, Authorized Person 02/28/2013

__Signature of Reporting Person Date

CP V GW AIV2, L.P., By: TC Group V, L.P., its general partner By: /s/ Jeremy W. Anderson, Authorized Person 02/28/2013

__Signature of Reporting Person Date

CP V GW AIV3, L.P., By: TC Group V, L.P., its general partner By: /s/ Jeremy W. Anderson, Authorized Person 02/28/2013

__Signature of Reporting Person Date

CP V GW AIV4, L.P., By: TC Group V, L.P., its general partner By: /s/ Jeremy W. Anderson, Authorized Person 02/28/2013

__Signature of Reporting Person Date

CP V COINVESTMENT A, L.P., By: TC Group V, L.P., its general partner By: /s/ Jeremy W. Anderson, Authorized Person 02/28/2013

__Signature of Reporting Person Date

CP V COINVESTMENT B, L.P. By: TC Group V, L.P., its general partner By: /s/ Jeremy W. Anderson, Authorized Person 02/28/2013

__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).

Carlyle Partners V GW, L.P., CP V GW AIV1, L.P., CP V GW AIV2, L.P., CP V GW AIV3, L.P., CP V GW AIV4, L.P., CP V
(1) Coinvestment A, L.P. and CP V Coinvestment B, L.P. are the record holders of 3,550,409, 553,658, 540,740, 540,933, 559,829, 212,402 and 26,261 shares of Class A Common Stock, respectively.

(2)

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Carlyle Group Management L.L.C. is the general partner of The Carlyle Group L.P., which is a publicly traded entity listed on NASDAQ. The Carlyle Group L.P. is the managing member of Carlyle Holdings II GP L.L.C., which is the general partner of Carlyle Holdings II L.P., which is the general partner of TC Group Cayman Investment Holdings, L.P., which is the general partner of TC Group Cayman Investment Holdings Sub L.P., which is the managing member of TC Group V, L.L.C., which is the general partner of TC Group V, L.P., which is the general partner of each of Carlyle Partners V GW, L.P., CP V GW AIV1, L.P., CP V GW AIV2, L.P., CP V GW AIV3, L.P., CP V GW AIV4, L.P., CP V Coinvestment A, L.P. and CP V Coinvestment B, L.P.

- (3) The Mandatorily Convertible Perpetual Preferred Stock, Series A-1 (the "Preferred Stock") had no expiration date and was convertible at any time into 17.0978166 shares of Class A Common Stock per share of Preferred Stock.

Remarks:

Due to the limitations of the electronic filing system, TC Group V, L.P., Carlyle Group Management L.L.C., The Carlyle Group Holdings II GP L.L.C., Carlyle Holdings II L.P., TC Group Cayman Investment Holdings, L.P. and TC Group Cayman Investment Sub L.P. are filing a separate 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.

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