

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0287
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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>TC Group V, L.P.</u>  (Last) (First) (Middle) <u>C/O THE CARLYLE GROUP</u> <u>1001 PENNSYLVANIA AVE. NW, SUITE 220S</u>  (Street) <u>WASHINGTON DC 20004</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>GENESEE &amp; WYOMING INC [ GWR ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/13/2013</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	02/13/2013		C		5,984,232	A	\$0	5,984,232	I	See footnotes <sup>(1)(2)</sup>

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Mandatorily Convertible Perpetual Preferred Stock-Series A-1	\$0	02/13/2013		C		350,000		(3)	(3)	Class A Common Stock	5,984,232	\$0	0	I	See Footnotes <sup>(1)(2)</sup>

1. Name and Address of Reporting Person\*  
TC Group V, L.P.  
 (Last) (First) (Middle)  
C/O THE CARLYLE GROUP  
1001 PENNSYLVANIA AVE. NW, SUITE 220S  
 (Street)  
WASHINGTON DC 20004  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Carlyle Group Management L.L.C.  
 (Last) (First) (Middle)  
C/O THE CARLYLE GROUP  
1001 PENNSYLVANIA AVE. NW, SUITE 220S  
 (Street)  
WASHINGTON DC 20004  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Carlyle Group L.P.  
 (Last) (First) (Middle)  
C/O THE CARLYLE GROUP  
1001 PENNSYLVANIA AVE. NW, SUITE 220S

(Street)  
WASHINGTON DC 20004

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[Carlyle Holdings II GP L.L.C.](#)

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(Last) (First) (Middle)  
C/O THE CARLYLE GROUP  
1001 PENNSYLVANIA AVE. NW, SUITE 220S

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(Street)  
WASHINGTON DC 20004

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[Carlyle Holdings II L.P.](#)

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(Last) (First) (Middle)  
C/O THE CARLYLE GROUP  
1001 PENNSYLVANIA AVE. NW, SUITE 220S

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(Street)  
WASHINGTON DC 20004

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[TC Group Cayman Investment Holdings, L.P.](#)

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(Last) (First) (Middle)  
C/O WALKER CORPORATE SERVICES LIMITED  
190 ELGIN AVENUE

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(Street)  
GEORGE TOWN,  
GRAND CAYMAN KY1-9001

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[TC Group Cayman Investment Holdings Sub L.P.](#)

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(Last) (First) (Middle)  
C/O WALKER CORPORATE SERVICES LIMITED  
190 ELGIN AVENUE

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(Street)  
GEORGE TOWN,  
GRAND CAYMAN KY1-9001

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(City) (State) (Zip)

**Explanation of Responses:**

1. 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. 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. 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.L.C., 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. are filing a separate Form 4.

[TC GROUP V, L.P. By: /s/  
Jeremy W. Anderson, Authorized 02/28/2013  
Person](#)  
[CARLYLE GROUP  
MANAGEMENT L.L.C. By: /s/  
Jeremy W. Anderson, attorney- 02/28/2013  
in-fact for Daniel D?Aniello,  
Chairman](#)  
[THE CARLYLE GROUP L.P. 02/28/2013](#)

By: Carlyle Group Management  
L.L.C., its general partner By: /s/  
Jeremy W. Anderson, attorney-  
in-fact for Daniel D?Aniello,  
Chairman  
 CARLYLE HOLDINGS II GP  
L.L.C. By: The Carlyle Group  
L.P., its managing member By:  
Carlyle Group Management  
L.L.C., its general partner By: /s/ 02/28/2013  
Jeremy W. Anderson, attorney-  
in-fact for Daniel D?Aniello,  
Chairman  
 CARLYLE HOLDINGS II L.P.  
By: /s/ Jeremy W. Anderson, 02/28/2013  
attorney-in-fact for Daniel D?  
Aniello, Chairman  
 TC GROUP CAYMAN  
 INVESTMENT HOLDINGS,  
L.P. By: Carlyle Holdings II L.P., 02/28/2013  
its general partner By: /s/ Jeremy  
W. Anderson, attorney-in-fact for  
Daniel D?Aniello, Chairman  
 TC GROUP CAYMAN  
 INVESTMENT HOLDINGS  
SUB L.P. By: TC Group Cayman  
Investment Holdings, L.P., its  
general partner By: Carlyle 02/28/2013  
Holdings II L.P., its general  
partner By: /s/ Jeremy W.  
Anderson, attorney-in-fact for  
Daniel D?Aniello, Chairman

\*\* Signature of Reporting Person                      Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**