

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-28** | Period of Report: **2013-01-24**
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REPORTING OWNER

GLENN CURT F

CIK: **1279438**

Type: **4** | Act: **34** | File No.: **001-02328** | Film No.: **13552150**

ISSUER

GATX CORP

CIK: **40211** | IRS No.: **361124040** | State of Incorp.: **NY** | Fiscal Year End: **1231**
SIC: **4700** Transportation services

Mailing Address

*222 WEST ADAMS STREET
CHICAGO X1 60606-5314*

Business Address

*222 WEST ADAMS STREET
CHICAGO X1 60606-5314
3126216200*

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person GLENN CURT F			2. Issuer Name and Ticker or Trading Symbol GATX CORP [GMT]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Sr. VP, Portfolio Management		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/24/2013			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
580 CALIFORNIA STREET			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) SAN FRANCISCO, CA 94104								
(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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock 401(k)								10,628.586 ⁽¹⁾	I	401(k) Plan
Common Stock	01/24/2013		A		4,211	A	\$ 0	18,313.8279	D	
Common Stock	01/24/2013		F		1,668	D	\$45.891	16,645.8279	D	

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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock-Settled Stock Appreciation Right	\$45.891	01/24/2013		A		7,800		01/24/2014 ⁽²⁾	01/24/2020	Common Stock	7,800	\$ 0	7,800	D	

Explanation of Responses:

1. GATX Corporation's 401(k) plan is a unitized stock fund made up of company stock plus short term investments. Because the fund includes more than company stock, participants purchase units of the fund rather than company shares of stock. The number of units held by a participant may vary depending on the

performance of the company stock, the overall stock market, and the amount of short term investments in the fund. Such a variance has caused the value of the units in the reporting person's 401(k) fund to be reduced without any actual disposition of shares.

2. 33.33% of Stock-Settled Stock Appreciation Right granted may be exercised commencing 1 year from the date of the grant, an additional 33.33% commencing 2 years from the date of the grant and the remaining 33.34% commencing 3 years from the date of the grant.

Signatures

[Lisa M. Ibarra, by Power of Attorney on behalf of Curt F. Glenn](#)

** Signature of Reporting Person

[01/25/2013](#)

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.