

# 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

**Lawler Mary Katherine**

CIK: **1435059**

Type: **4** | Act: **34** | File No.: **001-02328** | Film No.: **13552350**

Mailing Address  
500 WEST MONROE  
STREET  
CHICAGO IL 60661

### 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 <b>Lawler Mary Katherine</b>			2. Issuer Name and Ticker or Trading Symbol <b>GATX CORP [GMT]</b>			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) <b>Sr. VP HR</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/24/2013</b>			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		
222 W. ADAMS ST.			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) <b>CHICAGO, IL 60606</b>								
(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)								646.884	I	401(k)
Common Stock	01/24/2013		A		4,515	A	\$ 0	9,182.505	D	
Common Stock	01/24/2013		F		1,553	D	\$45.891	7,629.505	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		7,900		01/24/2014 <sup>(L)</sup>	01/24/2020	Common Stock	7,900	\$ 0	7,900	D	

**Explanation of Responses:**

1. 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 Mary K. Lawler

\*\* 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.**