

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).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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>Shetty Amita</u>  (Last) (First) (Middle) 233 S. WACKER DR.  (Street) CHICAGO IL 60606  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>GATX CORP [ GATX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Sr. VP, Business Development</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/19/2020</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	02/19/2020		M		1,133	A	\$71.525	2,867	D	
Common Stock	02/19/2020		M		800	A	\$39.185	3,667	D	
Common Stock	02/19/2020		M		1,600	A	\$61.175	5,267	D	
Common Stock	02/19/2020		M		1,466	A	\$69.735	6,733	D	
Common Stock	02/19/2020		S		4,999	D	\$78.0541 <sup>(1)</sup>	1,734	D	
Common Stock	02/20/2020		S		1,034	D	\$80.0602 <sup>(2)</sup>	700	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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
2017 NQ Stock Option (Right to Buy)	\$61.175	02/19/2020		M			1,600	01/26/2018	01/26/2024	Common Stock	1,600	\$0	0	D	
2016 NQ Stock Option (Right to Buy)	\$39.185	02/19/2020		M			800	01/28/2017	01/28/2023	Common Stock	800	\$0	0	D	
2018 NQ Stock Option (Right to Buy)	\$69.735	02/19/2020		M			1,466	01/25/2019	01/25/2025	Common Stock	1,466	\$0	734	D	
2019 NQ Stock Option (Right to Buy)	\$71.525	02/19/2020		M			1,133	01/24/2020	01/24/2026	Common Stock	1,133	\$0	2,267	D	

Explanation of Responses:

1. Represents the weighted average sale price. The highest price at which shares were sold was \$78.1950 and the lowest price at which shares were sold was \$78.0000
2. Represents the weighted average sale price. The highest price at which shares were sold was \$80.1800 and the lowest price at which shares were sold was \$80.0000

Lisa M. Ibarra, by Power of  
Attorney on behalf of Amita  
Shetty      02/20/2020

\*\* 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.**