

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 or Section 30(h) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person* <u>LYONS ROBERT C</u> (Last) (First) (Middle) <u>233 S. WACKER DR.</u> (Street) <u>CHICAGO IL 60606</u> (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>EVP and President Rail NA</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/03/2021</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 401(k)							2,851	I	401(k) Plan	
Common Stock	06/03/2021		M		27,600	A	\$39.185	75,842	D	
Common Stock	06/03/2021		M		20,500	A	\$56.91	96,342	D	
Common Stock	06/03/2021		S		24,628	D	\$97.8236 ⁽¹⁾	71,714	D	
Common Stock	06/03/2021		F		15,698	D	\$98.2225	56,016	D	
Common Stock	06/03/2021		S		2,972	D	\$98.5658 ⁽²⁾	53,044	D	
Common Stock	06/04/2021		S		1,400	D	\$96.9595 ⁽³⁾	51,644	D	
Common Stock	06/04/2021		S		3,402	D	\$95.9485 ⁽⁴⁾	48,242	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	Amount or Number of Shares				
2016 NQ Stock Option (Right to Buy)	\$39.185	06/03/2021		M			27,600	01/28/2017	01/28/2023	Common Stock	27,600	\$0	0	D	
Stock-Settled Stock Appreciation Right	\$56.91	06/03/2021		M			20,500	01/29/2016	01/29/2022	Common Stock	20,500	\$0	0	D	

Explanation of Responses:

1. Represents the weighted average sale price. The highest price at which shares were sold was \$98.4000 and the lowest price at which shares were sold was \$97.4100.
2. Represents the weighted average sale price. The highest price at which shares were sold was \$98.6500 and the lowest price at which shares were sold was \$98.4100.
3. Represents the weighted average sale price. The highest price at which shares were sold was \$97.5307 and the lowest price at which shares were sold was \$96.7100.
4. Represents the weighted average sale price. The highest price at which shares were sold was \$96.4150 and the lowest price at which shares were sold was \$95.5799.

Lisa M. Ibarra, by Power of Attorney on behalf of Robert C. 06/04/2021 Lyons

** 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.