Edgar Filing: FULLER MORTIMER B III - Form 4

	DRTIMER B III									
Form 4 November 30	. 2011									
FORM	Л								PPROVAL	
	UNITED	STATES		RITIES A shington			GE COMMISSION	N OMB Number:	3235-0287	
Check this if no long subject to Section 10 Form 4 or	er STATEN 5.	AENT OF	F CHAN	NGES IN SECUI	Expires: Estimated burden hou response	urs per				
Form 5 obligation may conti <i>See</i> Instru 1(b).	nue. Section 17(a) of the F	Public U		ding Co	mpany A	hange Act of 1934, act of 1935 or Section f 1940	on		
(Print or Type R	esponses)									
1. Name and A FULLER M		2. Issuer Name and Ticker or Trading Symbol GENESEE & WYOMING INC				5. Relationship o Issuer	5. Relationship of Reporting Person(s) to Issuer			
GEN [GW					YOMIY	NG INC	(Check all applicable)			
(Last) (First) (Middle) 66 FIELD POINT ROAD			3. Date of Earliest Transaction (Month/Day/Year) 11/28/2011				Officer (give titleOther (specify below) below)			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by	_X_ Form filed by One Reporting Person			
	CH, CT 06830						Form filed by Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivativ	e Securitie	s Acquired, Disposed o	of, or Beneficia	lly Owned	
	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Da	Date, if	3. Transactio Code (Instr. 8)	Dispose (Instr. 3)	d (A) or d of (D) 4 and 5) (A) or	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)	
Reminder: Repo	ort on a separate line	e for each cla	ass of sec	Code V urities bene		. ,	ce			
	r				Pers infor requ	ons who i mation co ired to res lays a cur	respond to the colle ontained in this form spond unless the for rently valid OMB co	i are not rm	SEC 1474 (9-02)	

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and Amount of	8. Pri
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Date	Underlying Securities	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	(Instr. 3 and 4)	Secu

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(Ins	str. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	8)	Secur Acqu (A) o Dispo of (D (Instr	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					(Instr
					Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
	ntract Sell (1)	\$ 0 <u>(2)</u>	11/28/2011		J <u>(1)</u>		1		11/28/2012	11/28/2012	Class A Common Stock, \$.01 par value	50,000 (2) (3)	Ĺ

Reporting Owners

Reporting Owner Name / Address		Relationsh		
	Director	10% Owner	Officer	Other
FULLER MORTIMER B III 66 FIELD POINT ROAD GREENWICH, CT 06830	Х			
Signatures				
Allison M. Fergus, Attorney-ir Fuller III	11/30/2011			

**Signature of Reporting Person

Explanation of Responses:

* 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).

On November 28, 2011, Mr. Fuller entered into a Variable Prepaid Forward transaction with Credit Suisse Capital LLC relating to 50,000
 (1) shares of Genesee & Wyoming Inc. Common Stock, which contract expires on November 28, 2012, and for which Mr. Fuller received net proceeds of \$2,387,407.

Under the terms of the contract, Mr. Fuller has agreed to deliver shares of Class B Common Stock (which are immediately convertible into shares of Class A Common Stock on a one-for-one basis) or shares of Class A Common Stock on the expiration date of the contract (or on an earlier date if the contract is terminated early) as follows: (i) if the Final Price is less than or equal to the Floor Price (\$55.85 per

(2) share), 50,000 shares; (ii) if the Final Price is less than or equal to the Cap Price (\$72.60 per share), but greater than the Floor Price, then a number of shares equal to 50,000 times the floor Price divided by the Final Price; (iii) if the final Price is greater than the Cap Price, then a number of shares equal to 50,000 shares multiplied by a fraction, the numerator of which is the sum of the Floor Price and the difference between the Final Price and the Cap Price, and the denominator of which is the Final Price.

In connection with the contract, Mr. Fuller has pledged 50,000 shares of Class B Common Stock to secure his obligations under the contract. Under the contract, in lieu of delivery of shares, Mr. Fuller may, at his option, settle the contract by delivery of cash. The shares

(3) Contract. Onder the contract, in neu of derivery of shares, with Funer may, at his option, settle the contract by derivery of cash. The shares pledged pursuant to the contract represent approximately 3 percent of the 1,653,081 of the Class A Common Stock and Class B Common Stock beneficially owned by Mr. Fuller in the aggregate.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Date