GENESEE & WYOMING INC
Form 4
June 09, 2008

FORM 4

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

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 OF SECURITIES

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

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
FULLER MORTIMER B III

(Last) (First) (Middle)

66 FIELD POINT ROAD

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
GENESEE & WYOMING INC [GWR]

3. Date of Earliest Transaction (Month/Day/Year)
06/05/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Exec.Chmn. & Chrmn.of the Bd.

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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			
Class A Common Stock, $.01 par value								9,589.5	I (1)	By Wife (1)
Class B Common Stock, $.01 par value								3,027,667.5 (2)	D	
Class A Common	06/05/2008		M		3,972	A	$ 16.6	342,466	D	

Stock, $.01 par value								
Class A Common Stock, $.01 par value	06/05/2008		M	53,092	A	$ 15.6333	395,558	D
Class A Common Stock, $.01 par value	06/05/2008		S(3)	3,800	D	$ 40.71	391,758	D
Class A Common Stock, $.01 par value	06/05/2008		S(3)	600	D	$ 41.37	391,158	D
Class A Common Stock, $.01 par value	06/05/2008		S(3)	700	D	$ 41.39	390,458	D
Class A Common Stock, $.01 par value	06/05/2008		S(3)	100	D	$ 41.4	390,358	D
Class A Common Stock, $.01 par value	06/05/2008		S(3)	100	D	$ 41.41	390.258	D
Class A Common Stock, $.01 par value	06/05/2008		S(3)	100	D	$ 41.42	390,158	D
Class A Common Stock, $.01 par value	06/05/2008		S(3)	378	D	$ 41.44	389,780	D
Class A Common Stock,	06/05/2008		S(3)	200	D	$ 41.45	389,580	D

$.01 par value								
Class A Common Stock, $.01 par value	06/05/2008		S[(3)]	3,379	D	$ 41.46	386,201	D
Class A Common Stock, $.01 par value	06/05/2008		S[(3)]	2,464	D	$ 41.47	383,737	D
Class A Common Stock, $.01 par value	06/05/2008		S[(3)]	1,165	D	$ 41.48	382,572	D
Class A Common Stock, $.01 par value	06/05/2008		S[(3)]	1,200	D	$ 41.49	381,372	D
Class A Common Stock, $.01 par value	06/05/2008		S[(3)]	300	D	$ 41.5	381,072	D
Class A Common Stock, $.01 par value	06/05/2008		S[(3)]	200	D	$ 41.51	380,872	D
Class A Common Stock, $.01 par value	06/05/2008		S[(3)]	1,093	D	$ 41.52	379,779	D
Class A Common Stock, $.01 par value	06/05/2008		S[(3)]	205	D	$ 41.53	379,574	D
Class A Common Stock, $.01 par	06/05/2008		S[(3)]	200	D	$ 41.54	379,374	D

value										
Class A Common Stock, $.01 par value	06/05/2008		S(3)		580	D	$ 41.55	378,794	D	
Class A Common Stock, $.01 par value	06/05/2008		S(3)		100	D	$ 41.58	378,694	D	
Class A Common Stock, $.01 par value	06/05/2008		S(3)		300	D	$ 41.62	378,394	D	
Class A Common Stock, $.01 par value	06/05/2008		S(3)		700	D	$ 41.64	377,694	D	
Class A Common Stock, $.01 par value	06/05/2008		S(3)		200	D	$ 41.65	377,494	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 Underlying Securities (Instr. 3 and 4)		8 D S (I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
	$ 16.6	06/05/2008		M			3,972	(4)	05/17/2010		3,972	

Stock Option (Right to Buy)								Class A Common Stock, $.01 par value	
Stock Option (Right to Buy)	$ 15.6333	06/05/2008		M	53,092	(5)	05/11/2009	Class A Common Stock, $.01 par value	53,092

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FULLER MORTIMER B III 66 FIELD POINT ROAD GREENWICH, CT 06830	X		Exec.Chmn. & Chrmn.of the Bd.	

Signatures

Allison M. Fergus, Attorney-in-Fact for Mortimer B. Fuller	06/09/2008
**Signature of Reporting Person	Date

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).

(1) These shares are held by Mr. Fuller's wife. Mr. Fuller disclaims beneficial ownership of these shares.

(2) This Class B Common Stock is not registered pursuant to Section 12 of the Act. However, each share of Class B Common Stock is convertible into one share of Class A Common Stock.

(3) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 30, 2008.

(4) This option was granted under the Genesee & Wyoming Inc. Amended and Restated 2004 Omnibus Incentive Plan and became vested in three equal annual installments, beginning May 11, 2005.

(5) This option was granted under the Genesee & Wyoming Inc. Amended and Restated 2004 Omnibus Incentive Plan and became vested in three equal annual installments, beginning May 17, 2006. A portion of these options were exercised on June 4, 2008 (as disclosed in the Form 4 filed for Mr. Fuller on June 5, 2008) and the remainder of these options were exercised on June 5, 2008, as disclosed herein.

Remarks:

Form #1 of 4 forms reporting 6/05/2008 transactions.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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