

GENESEE & WYOMING INC

Form 4

November 12, 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
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(Print or Type Responses)

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

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

66 FIELD POINT ROAD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/07/2008

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

GREENWICH, CT 06830

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

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

(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		
Class A Common Stock, \$.01 par value	11/10/2008		S <u>(1)</u>		200	D	\$ 33.75	314,042	D
Class A Common Stock, \$.01 par value	11/10/2008		S <u>(1)</u>		635	D	\$ 33.77	313,407	D
Class A Common	11/10/2008		S <u>(1)</u>		400	D	\$ 33.78	313,007	D

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Stock, \$.01 par value							
Class A Common Stock, \$.01 par value	11/10/2008	<u>S⁽¹⁾</u>	400	D	\$ 33.79	312,607	D
Class A Common Stock, \$.01 par value	11/10/2008	<u>S⁽¹⁾</u>	100	D	\$ 33.8	312,507	D
Class A Common Stock, \$.01 par value	11/10/2008	<u>S⁽¹⁾</u>	200	D	\$ 33.81	312,307	D
Class A Common Stock, \$.01 par value	11/10/2008	<u>S⁽¹⁾</u>	510	D	\$ 33.82	311,797	D
Class A Common Stock, \$.01 par value	11/10/2008	<u>S⁽¹⁾</u>	100	D	\$ 33.8375	311,697	D
Class A Common Stock, \$.01 par value	11/10/2008	<u>S⁽¹⁾</u>	800	D	\$ 33.84	310,897	D
Class A Common Stock, \$.01 par value	11/10/2008	<u>S⁽¹⁾</u>	200	D	\$ 33.85	310,697	D
Class A Common Stock, \$.01 par value	11/10/2008	<u>S⁽¹⁾</u>	200	D	\$ 33.87	310,497	D
Class A Common Stock,	11/10/2008	<u>S⁽¹⁾</u>	700	D	\$ 33.88	309,797	D

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\$.01 par
value

Class A
Common

Stock,	11/10/2008	<u>S⁽¹⁾</u>	1,700	D	\$ 33.89	308,097	D
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\$.01 par
value

Class A
Common

Stock,	11/10/2008	<u>S⁽¹⁾</u>	100	D	\$ 33.9	307,997	D
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\$.01 par
value

Class A
Common

Stock,	11/10/2008	<u>S⁽¹⁾</u>	200	D	\$ 33.92	307,797	D
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\$.01 par
value

Class A
Common

Stock,	11/10/2008	<u>S⁽¹⁾</u>	400	D	\$ 33.93	307,397	D
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\$.01 par
value

Class A
Common

Stock,	11/10/2008	<u>S⁽¹⁾</u>	4,000	D	\$ 33.99	303,397	D
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\$.01 par
value

Class A
Common

Stock,	11/10/2008	<u>S⁽¹⁾</u>	200	D	\$ 34	303,197	D
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\$.01 par
value

Class A
Common

Stock,	11/10/2008	<u>S⁽¹⁾</u>	300	D	\$ 34.02	302,897	D
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\$.01 par
value

Class A
Common

Stock,	11/10/2008	<u>S⁽¹⁾</u>	200	D	\$ 34.05	302,697	D
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\$.01 par
value

Class A
Common

Stock,	11/10/2008	<u>S⁽¹⁾</u>	1,100	D	\$ 34.15	301,597	D
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\$.01 par

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value

Class A
Common
Stock,
\$01 par
value

11/10/2008

S(1)

200

D

\$ 34.19

301,397

D

Class A
Common
Stock,
\$01 par
value

11/10/2008

S(1)

1,600

D

\$ 34.2

299,797

D

Class A
Common
Stock,
\$01 par
value

11/10/2008

S(1)

300

D

\$ 34.21

299,497

D

Class A
Common
Stock,
\$01 par
value

11/10/2008

S(1)

400

D

\$ 34.22

299,097

D

Class A
Common
Stock,
\$01 par
value

11/10/2008

S(1)

600

D

\$ 34.23

298,497

D

Class A
Common
Stock,
\$01 par
value

11/10/2008

S(1)

300

D

\$
34.2301

298,197

D

Class A
Common
Stock,
\$01 par
value

11/10/2008

S(1)

100

D

\$ 34.24

298,097

D

Class A
Common
Stock,
\$01 par
value

11/10/2008

S(1)

100

D

\$ 34.25

297,997

D

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

**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 control**

SEC 1474
(9-02)

number.

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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 11/12/2008

__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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 5, 2008.

Remarks:

Form #5 of 6 forms reporting 11/07/2008 and 11/10/2008 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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