

YOUNG M DOUGLAS
Form 4
January 04, 2005

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
YOUNG M DOUGLAS

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)

3. Date of Earliest Transaction
(Month/Day/Year)
12/30/2004

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O GENESEE & WYOMING INC., 66 FIELD POINT ROAD

(Street)

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

GREENWICH, CT 06830

(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 Ownership (Instr. 4)
Class A Common Stock, \$.01 par value				(A) or (D) Price	2,000 ⁽¹⁾	D	

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

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SEC 1474 (9-02)

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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. Deemed Settle Date (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units	\$ 0							(2)	(2)	Class A Common Stock, \$0.01 par value	2,777.49 (2)
Phantom Stock Units	\$ 0							(2)	(2)	Class A Common Stock, \$0.01 par value	4,590.88 (2)
Phantom Stock Units	\$ 0							(2)	(2)	Class A Common Stock, \$0.01 par value	8,473.31 (2)
Phantom Stock Units	\$ 0							(2)	(2)	Class A Common Stock, \$0.01 par value	5,653.84 (2)
Phantom Stock Unit	\$ 0							(3)	(3)	Class A Common Stock, \$0.01 par value	1,412.67 (3)
Phantom Stock Unit	\$ 0							(3)	(3)	Class A Common Stock, \$0.01 par value	1,562.5 (3)
Phantom Stock Unit	\$ 0							(3)	(3)	Class A Common Stock, \$0.01 par value	1,734.1 (3)

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Phantom Stock Unit	\$ 0					(3)	(3)	Class A Common Stock, \$.01 par value	224.28 (3)
Phantom Stock Unit	\$ 0					(3)	(3)	Class A Common Stock, \$.01 par value	1,317.77 (3)
Phantom Stock Unit	\$ 0					(3)	(3)	Class A Common Stock, \$.01 par value	1,561.05 (3)
Phantom Stock Unit	\$ 0					(3)	(3)	Class A Common Stock, \$.01 par value	1,004.11 (3)
Phantom Stock Unit	\$ 0					(4)	(4)	Class A Common Stock, \$.01 par value	1,278.71 (4)
Phantom Stock Unit	\$ 0					(4)	(4)	Class A Common Stock, \$.01 par value	781.25 (4)
Phantom Stock Unit	\$ 0	12/30/2004		A	857.54 (5)	(5)	(5)	Class A Common Stock, \$.01 par value	857.54 (5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
YOUNG M DOUGLAS C/O GENESEE & WYOMING INC. 66 FIELD POINT ROAD GREENWICH, CT 06830			X	

Signatures

Thomas P. Loftus, Attorney-in-fact for M. Douglas
Young

01/03/2005

__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).

These securities are restricted stock units granted under the Genesee & Wyoming Inc. 2004 Omnibus Incentive Plan. Each restricted stock unit represents the right to receive one share of Genesee & Wyoming Inc. Class A Common Stock. The restricted stock units vest pro rata

- (1) with respect to one-half of the shares subject to the restricted stock unit award on the date of each of the next two annual meetings of stockholders. As the restricted stock units vest, the corresponding number of shares of Class A Common Stock will be issued to Mr. Young.

- (2) These aggregated Phantom Stock Units were previously reported by Mr. Young. The Units were credited to Mr. Young's account under the Issuer's Deferred Stock Plan for Non-Employee Directors. The Units are to be settled in the Issuer's Common Stock on a deferred basis pursuant to Mr. Young's prior election.

- (3) This Phantom Stock Unit was previously reported by Mr. Young. The Unit was credited to Mr. Young's account under the Issuer's Deferred Stock Plan for Non-Employee Directors. The Unit is to be settled in the Issuer's Common Stock on a deferred basis pursuant to Mr. Young's prior election.

- (4) This Phantom Stock Unit was previously reported by Mr. Young. The Unit was credited to Mr. Young's account under the Issuer's 2004 Omnibus Incentive Plan. The Unit is to be settled in the Issuer's Common Stock on a deferred basis pursuant to Mr. Young's prior election.

- (5) This Phantom Stock Unit was credited to Mr. Young's account on 12/30/04 at \$28.06 per share under the Issuer's 2004 Omnibus Incentive Plan in a transaction exempt under Rule 16b-3. The Unit is to be settled in the Issuer's Common Stock on a deferred basis pursuant to Mr. Young's prior election.

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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