

GENESEE & WYOMING INC  
Form 4  
June 05, 2008

**FORM 4**

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

OMB APPROVAL

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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

(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)  
06/04/2008

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

GREENWICH, CT 06830

(City) (State) (Zip)

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

**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	(D)	Price		
Class A Common Stock, \$.01 par value	06/04/2008		S(1)		400	D	\$ 40.93	348,419	D
Class A Common Stock, \$.01 par value	06/04/2008		S(1)		100	D	\$ 40.94	348,319	D
Class A Common Stock	06/04/2008		S(1)		400	D	\$ 40.96	347,919	D

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Stock, \$.01 par value							
Class A Common Stock, \$.01 par value	06/04/2008	<u>S<sup>(1)</sup></u>	200	D	\$ 40.97	347,719	D
Class A Common Stock, \$.01 par value	06/04/2008	<u>S<sup>(1)</sup></u>	200	D	\$ 41	347,519	D
Class A Common Stock, \$.01 par value	06/04/2008	<u>S<sup>(1)</sup></u>	250	D	\$ 41.01	347,269	D
Class A Common Stock, \$.01 par value	06/04/2008	<u>S<sup>(1)</sup></u>	300	D	\$ 41.0167	346,969	D
Class A Common Stock, \$.01 par value	06/04/2008	<u>S<sup>(1)</sup></u>	700	D	\$ 41.02	346,269	D
Class A Common Stock, \$.01 par value	06/04/2008	<u>S<sup>(1)</sup></u>	800	D	\$ 41.03	345,469	D
Class A Common Stock, \$.01 par value	06/04/2008	<u>S<sup>(1)</sup></u>	800	D	\$ 41.04	344,669	D
Class A Common Stock, \$.01 par value	06/04/2008	<u>S<sup>(1)</sup></u>	1,300	D	\$ 41.06	343,369	D
Class A Common Stock,	06/04/2008	<u>S<sup>(1)</sup></u>	100	D	\$ 41.07	343,269	D

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Class A Common Stock, \$.01 par value	06/04/2008	<u>S<sup>(1)</sup></u>	200	D	\$ 41.08	343,069	D
Class A Common Stock, \$.01 par value	06/04/2008	<u>S<sup>(1)</sup></u>	700	D	\$ 41.09	342,369	D
Class A Common Stock, \$.01 par value	06/04/2008	<u>S<sup>(1)</sup></u>	800	D	\$ 41.1	341,569	D
Class A Common Stock, \$.01 par value	06/04/2008	<u>S<sup>(1)</sup></u>	1,000	D	\$ 41.11	340,569	D
Class A Common Stock, \$.01 par value	06/04/2008	<u>S<sup>(1)</sup></u>	200	D	\$ 41.13	340,369	D
Class A Common Stock, \$.01 par value	06/04/2008	<u>S<sup>(1)</sup></u>	300	D	\$ 41.14	340,069	D
Class A Common Stock, \$.01 par value	06/04/2008	<u>S<sup>(1)</sup></u>	700	D	\$ 41.15	339,369	D
Class A Common Stock, \$.01 par value	06/04/2008	<u>S<sup>(1)</sup></u>	400	D	\$ 41.16	338,969	D
Class A Common Stock, \$.01 par	06/04/2008	<u>S<sup>(1)</sup></u>	200	D	\$ 41.18	338,769	D

value

Class A  
Common  
Stock,  
\$.01 par  
value

06/04/2008 S<sup>(1)</sup> 275 D \$ 41.24 338,494 D

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

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(9-02)

**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. Number of Derivative Securities Owned Beneficially (Instr. 5)
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**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

06/05/2008

\_\_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).

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(1) 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.

**Remarks:**

Form #3 of 3 forms reporting 6/04/2008 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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