

FULLER MORTIMER B III

Form 4

December 30, 2008

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 *
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)
12/24/2008

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 Ownership (Instr. 4) |
|---------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (D) | Price |
| Class A Common Stock, \$.01 par value | | | | | 225.5 | I ⁽¹⁾ | By Wife ⁽¹⁾ |
| Class A Common Stock, \$.01 par value | 12/30/2008 | | C | | 87,526 | A ⁽²⁾ | 822,712 |
| Class A Common Stock | 12/24/2008 | | J/K ⁽³⁾⁽⁴⁾⁽⁵⁾ | | 310,026 | D | \$ 0 ⁽³⁾ |

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| | | | | | | | |
|---|------------|--|--------------------------|---------|-------------------|--|--|
| Stock, \$.01 par value | | | | | (4) <u>(5)</u> | | |
| Class A Common Stock, \$.01 par value | 12/24/2008 | | J/K ⁽⁶⁾⁽⁷⁾⁽⁸⁾ | 480,000 | D | \$ 0 <u>(6)</u> <u>(7)</u> <u>(8)</u> | 32,686 D |
| Class B Common Stock, \$.01 par value | | | | | | | 1,137,641.5 <u>(9)</u> D |
| Class B Common Stock, \$.01 par value | | | | | | | 500,000 <u>(9)</u> I <u>(10)</u> By Grantor Retained Annuity Trust <u>(10)</u> |

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 number.

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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 Underlying (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|---------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Class B Common Stock, \$.01 par value | <u>(9)</u> | 12/30/2008 | | C | V 87,526 | <u>(9)</u> | <u>(9)</u> | Class A Common Stock, \$.01 par value |
| Forward Sale Contract (Obligation to Sell) | <u>(3)</u> | 12/24/2008 | | J/K ⁽³⁾⁽⁴⁾⁽⁵⁾ | 337,500 | 12/24/2008 | 12/24/2008 | Class A Common Stock, \$.01 par value |

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March Cap Price, then a number of shares equal to 480,000 shares multiplied by a fraction, the numerator of which was the sum of the March Floor Price and the difference between the final price and the March Cap Price, and the denominator of which was the final price. (Continued in Footnote 8 below.)

- (8) On the Settlement Date, the final price under the March contract was \$28.5709. Accordingly, on the Settlement Date Mr. Fuller transferred to CSFB 480,000 shares of Class A Common Stock.
- (9) 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.
- (10) These shares were contributed on July 21, 2008 to a Grantor Retained Annuity Trust, of which Mr. Fuller is the Trustee.

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.