

MELZER ROBERT M
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 *
MELZER ROBERT M

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 Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Class A Common Stock, \$.01 par value					12,125	D	
Class A Common Stock, \$.01 par value					7,500	I	by IRA

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 8.4445					10/27/2000	10/26/2007	Class A Common Stock, \$0.01 par value	6,750 (1)
Stock Option (Right to Buy)	\$ 3.5555					10/27/2001	10/26/2008	Class A Common Stock, \$0.01 par value	3,375 (1)
Stock Option (Right to Buy)	\$ 3.4815					10/27/2002	10/26/2009	Class A Common Stock, \$0.01 par value	3,375 (1)
Stock Option (Right to Buy)	\$ 4.4445					04/14/2003	04/13/2010	Class A Common Stock, \$0.01 par value	3,375 (1)
Phantom Stock Units	\$ 0					(2)	(2)	Class A Common Stock, \$0.01 par value	3,147.82 (2)
Phantom Stock Units	\$ 0					(2)	(2)	Class A Common Stock, \$0.01 par value	4,553.18 (2)

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Phantom Stock Units	\$ 0	<u>(2)</u>	<u>(2)</u>	Class A Common Stock, \$0.01 par value	2,510.35 <u>(2)</u>
Phantom Stock Units	\$ 0	<u>(2)</u>	<u>(2)</u>	Class A Common Stock, \$0.01 par value	1,828.58 <u>(2)</u>
Phantom Stock Unit	\$ 0	<u>(3)</u>	<u>(3)</u>	Class A Common Stock, \$0.01 par value	492.29 <u>(3)</u>
Phantom Stock Unit	\$ 0	<u>(3)</u>	<u>(3)</u>	Class A Common Stock, \$0.01 par value	888.48 <u>(3)</u>
Phantom Stock Unit	\$ 0	<u>(3)</u>	<u>(3)</u>	Class A Common Stock, \$0.01 par value	487.72 <u>(3)</u>
Phantom Stock Unit	\$ 0	<u>(3)</u>	<u>(3)</u>	Class A Common Stock, \$0.01 par value	201.85 <u>(3)</u>
Phantom Stock Unit	\$ 0	<u>(3)</u>	<u>(3)</u>	Class A Common Stock, \$0.01 par value	481.09 <u>(3)</u>
Phantom Stock Unit	\$ 0	<u>(3)</u>	<u>(3)</u>	Class A Common Stock, \$0.01 par value	1,078.45 <u>(3)</u>
Phantom Stock Unit	\$ 0	<u>(3)</u>	<u>(3)</u>	Class A Common Stock, \$0.01 par value	575.92 <u>(3)</u>
	\$ 0	<u>(4)</u>	<u>(4)</u>		

Phantom Stock Unit								Class A Common Stock, \$.01 par value	802.85 <u>(4)</u>
Phantom Stock Unit	\$ 0					<u>(4)</u>	<u>(4)</u>	Class A Common Stock \$.01 par value	544.13 <u>(4)</u>
Phantom Stock Unit	\$ 0	12/30/2004		A	485.57 <u>(5)</u>	<u>(5)</u>	<u>(5)</u>	Class A Common Stock \$.01 par value	485.57 <u>(5)</u>

Reporting Owners

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

Signatures

Thomas P. Loftus, Attorney-in-fact for Robert M.
Melzer

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).

(1) This option was previously reported by Mr. Melzer.

These aggregated Phantom Stock Units were previously reported by Mr. Melzer. The Units were credited to Mr. Melzer'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. Melzer's prior election.

(3) This Phantom Stock Unit was previously reported by Mr. Melzer. The Unit was credited to Mr. Melzer'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. Melzer's prior election.

(4) This Phantom Stock Unit was previously reported by Mr. Melzer. The Unit was credited to Mr. Melzer'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. Melzer's prior election.

(5) This Phantom Stock Unit was credited to Mr. Melzer'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. Melzer'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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