FULLER MORTIMER B III

Form 4

Class A

September 05, 2012

September 03, 2	012									
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION							OMB APPROVAL			
I Onivi 4	UNITED ST	ATES SECUR Was	ITIES AND hington, D.			OMMISSION	OMB Number:	3235-0287		
Check this bo	X		g ,				Expires:	January 31,		
if no longer subject to Section 16. Form 4 or	STATEME	NT OF CHAN	CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES				Estimated a burden hour response	•		
Form 5 obligations may continue. See Instruction 1(b). 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 Respo	onses)									
FULLER MORTIMER B III Symbol			GENESEE & WYOMING INC			5. Relationship of Reporting Person(s) to Issuer				
						(Check all applicable)				
(Last) 66 FIELD POIN	(First) (Midd	(Month/D	3. Date of Earliest Transaction (Month/Day/Year) 08/31/2012				e title 10% Owner Other (specify below)			
			nth/Day/Year) App _X_			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
GREENWICH,	CT 06830					Form filed by M Person	ore than One Re	porting		
(City)	(State) (Zip) Tabl	e I - Non-Deriv	vative Sec	urities Acqu	ired, Disposed of,	, or Beneficial	ly Owned		
	aı	A. Deemed xecution Date, if my Month/Day/Year)	Transaction(A) Code (In (Instr. 8)	Securities) or Dispo sstr. 3, 4 ar	sed of (D)	Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			

Stock, \$.01 par value	08/31/2012	С	220,000	A	<u>(1)</u>	250,849	D	
Class A Common Stock, \$.01 par value						5,995.5	I (2)	By wife (2)
Class B Common Stock, \$.01 par value						1,124,863 (3)	D	

Code V Amount (D) Price

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Class B Common Stock \$.01 par value	5,748 <u>(3)</u>	I (2)	By wife (2)
Class B Common Stock, \$.01 par value	98,675 <u>(3)</u>	I (4)	By Grantor Retained Annuity Trust (4)

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.

SEC 1474 (9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transactic Code (Instr. 8)	tionDerivative Securities		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
Class B Common Stock, \$.01 par value	(3)	08/31/2012		С		220,000	(3)	(3)	Class A Common Stock, \$.01 par value	220,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
FULLER MORTIMER B III 66 FIELD POINT ROAD GREENWICH, CT 06830	X						

Signatures

Allison M. Fergus, Attorney-in-Fact for Mortimer B.
Fuller III

09/05/2012

**Signature of Reporting Person Date

Reporting Owners 2

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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) These shares were received upon conversion of Class B Common Stock held by Mr. Fuller. Each share of Class B Common Stock is convertible into one share of Class A Common Stock.
- (2) These shares are held by Mr. Fuller's wife. Mr. Fuller disclaims beneficial ownership of these shares.
- (3) This Class B Common Stock is not registered pursuant to Section 12 of the Act. However, each shares of Class B Common Stock is freely convertible into one share of Class A Common Stock.
- (4) These shares are held in 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.