GENESEE & WYOMING INC

Form 4

March 30, 2006

FORM 4

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

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations

1(b).

(Last)

Common

may continue. See Instruction 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

2. Issuer Name and Ticker or Trading

GENESEE & WYOMING INC

3. Date of Earliest Transaction

(Print or Type Responses)

1. Name and Address of Reporting Person * FULLER MORTIMER B III

(First)

(Middle)

66 FIELD POINT ROAD

(Street)

4. If Amendment, Date Original

Symbol

[GWR]

Filed(Month/Day/Year)

(Month/Day/Year)

03/28/2006

Number:

OMB

3235-0287

2005

January 31, Expires:

Estimated average burden hours per response... 0.5

OMB APPROVAL

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

X Director 10% Owner _X__ Officer (give title _ Other (specify

below) Chairman of the Board and CEO

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

GREENWICH, CT 06830

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secur	ities Acqui	red, Disposed of,	or Beneficiall	ly 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. Securition Dispose (Instr. 3, 4	ed of (` ′	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)
Class A Common Stock, \$.01 par value	03/28/2006		M	23,547	, ,	\$ 4.7037	93,700	D	
Class A Common Stock, \$.01 par value							6,393	I (1)	By Wife
Class B							2,018,445 (2)	D	

Stock. \$.01 par value

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(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. Transactic Code (Instr. 8)	5. Number of ionDerivative 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)	\$ 4.7037	03/28/2006		M		23,547	04/06/2005	04/05/2006	Class A Common Stock, \$.01 par value	23,547

Reporting Owners

Reporting Owner Name / Address	Relationships					
reporting owner runner runners	Director 10% Owner		Officer	Other		
FULLER MORTIMER B III						
66 FIELD POINT ROAD	X		Chairman of the Board and CEO			
GREENWICH, CT 06830						

Signatures

Adam D. Frankel, Attorney in Fact for Mortimer B. 03/30/2006 Fuller

> **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) These shares are held by Mr. Fuller's wife. Mr. Fuller disclaims beneficial ownership of these shares.

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(2) This Class B Common Stock is not registered pursuant to Section 12 of the Act. However, each share of Class B Common Stock is freely convertible into one share of Class A Common Stock.

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.