

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

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

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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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