GENESEE & WYOMING INC

Form 4 June 05, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Washington, D.C. 20549 Number:

January 31, Expires: 2005

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response...

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

See Instruction 1(b).

may continue. 30(h) of the Investment Company Act of 1940

(Middle)

(Print or Type Responses)

(Last)

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

(First)

(Street)

2. Issuer Name and Ticker or Trading

Symbol

GENESEE & WYOMING INC

(Check all applicable)

Issuer

[GWR]

3. Date of Earliest Transaction

(Month/Day/Year) 06/04/2008

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

5. Relationship of Reporting Person(s) to

below) Exec.Chmn. & Chrmn.of the Bd.

66 FIELD POINT ROAD

4. If Amendment, Date Original

Filed(Month/Day/Year)

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) Tab	le I - Non-	Derivativ	e Secu	rities Acqui	red, Disposed of,	or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	omr Dispo (Instr. 3,	sed of 4 and (A) or	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)
Class A Common Stock, \$.01 par value	06/04/2008		Code V S(1)	Amount	(D)	Price \$ 40.93	348,419	D	
Class A Common Stock, \$.01 par value	06/04/2008		S <u>(1)</u>	100	D	\$ 40.94	348,319	D	
Class A Common	06/04/2008		S <u>(1)</u>	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	S <u>(1)</u>	200	D	\$ 40.97	347,719	D
Class A Common Stock, \$.01 par value	06/04/2008	S(1)	200	D	\$ 41	347,519	D
Class A Common Stock, \$.01 par value	06/04/2008	S(1)	250	D	\$ 41.01	347,269	D
Class A Common Stock, \$.01 par value	06/04/2008	S(1)	300	D	\$ 41.0167	346,969	D
Class A Common Stock, \$.01 par value	06/04/2008	S <u>(1)</u>	700	D	\$ 41.02	346,269	D
Class A Common Stock, \$.01 par value	06/04/2008	S <u>(1)</u>	800	D	\$ 41.03	345,469	D
Class A Common Stock, \$.01 par value	06/04/2008	S <u>(1)</u>	800	D	\$ 41.04	344,669	D
Class A Common Stock, \$.01 par value	06/04/2008	S <u>(1)</u>	1,300	D	\$ 41.06	343,369	D
Class A Common Stock,	06/04/2008	S(1)	100	D	\$ 41.07	343,269	D

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

value

Class A Common

Stock, 06/04/2008 $S_{\underline{(1)}}$ 275 D \$41.24 338,494 D

\$.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 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transac Code (Instr. 8	5. tionNumber of of Derivati Securitic Acquire (A) or Dispose of (D) (Instr. 3 4, and 5	(Month/Day ve es d	Pate	7. Title Amoun Underly Securit (Instr. 3	nt of ying	8. Price of Derivative Security (Instr. 5)
				Code	V (A) (D	Date Exercisable	Expiration Date	Title 1	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owner Name / Address	

Director 10% Owner Officer Other

FULLER MORTIMER B III 66 FIELD POINT ROAD

66 FIELD POINT ROAD X Exec.Chmn. & Chrmn.of the Bd.

GREENWICH, CT 06830

Signatures

Allison M. Fergus, Attorney-in-Fact for Mortimer B. Fuller 06/05/2008

**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).

Reporting Owners 4

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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. 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.