GENESEE & WYOMING INC

Form 4 June 09, 2008

\$.01 par value

Class A

Common

06/05/2008

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading FULLER MORTIMER B III Issuer Symbol **GENESEE & WYOMING INC** (Check all applicable) [GWR] (Last) (First) (Middle) 3. Date of Earliest Transaction __X__ Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) below) 66 FIELD POINT ROAD 06/05/2008 Exec.Chmn. & Chrmn.of the Bd. (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting GREENWICH, CT 06830 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial Direct (D) (Month/Day/Year) (Instr. 8) Owned Ownership Following or Indirect (Instr. 4) Reported (I) (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount (D) Price Class A Common By Wife $I^{(1)}$ Stock, 9,589.5 (1) \$.01 par value Class B Common 3,027,667.5 D Stock,

M

3,972

Α

(2)

342,466

D

\$ 16.6

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Stock, \$.01 par value							
Class A Common Stock, \$.01 par value	06/05/2008	M	53,092	A	\$ 15.6333	395,558	D
Class A Common Stock, \$.01 par value	06/05/2008	S(3)	3,800	D	\$ 40.71	391,758	D
Class A Common Stock, \$.01 par value	06/05/2008	S(3)	600	D	\$ 41.37	391,158	D
Class A Common Stock, \$.01 par value	06/05/2008	S(3)	700	D	\$ 41.39	390,458	D
Class A Common Stock, \$.01 par value	06/05/2008	S(3)	100	D	\$ 41.4	390,358	D
Class A Common Stock, \$.01 par value	06/05/2008	S(3)	100	D	\$ 41.41	390.258	D
Class A Common Stock, \$.01 par value	06/05/2008	S(3)	100	D	\$ 41.42	390,158	D
Class A Common Stock, \$.01 par value	06/05/2008	S(3)	378	D	\$ 41.44	389,780	D
Class A Common Stock,	06/05/2008	S(3)	200	D	\$ 41.45	389,580	D

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\$.01 par value							
Class A Common Stock, \$.01 par value	06/05/2008	S(3)	3,379	D	\$ 41.46	386,201	D
Class A Common Stock, \$.01 par value	06/05/2008	S(3)	2,464	D	\$ 41.47	383,737	D
Class A Common Stock, \$.01 par value	06/05/2008	S(3)	1,165	D	\$ 41.48	382,572	D
Class A Common Stock, \$.01 par value	06/05/2008	S(3)	1,200	D	\$ 41.49	381,372	D
Class A Common Stock, \$.01 par value	06/05/2008	S(3)	300	D	\$ 41.5	381,072	D
Class A Common Stock, \$.01 par value	06/05/2008	S(3)	200	D	\$ 41.51	380,872	D
Class A Common Stock, \$.01 par value	06/05/2008	S(3)	1,093	D	\$ 41.52	379,779	D
Class A Common Stock, \$.01 par value	06/05/2008	S(3)	205	D	\$ 41.53	379,574	D
Class A Common Stock, \$.01 par	06/05/2008	S(3)	200	D	\$ 41.54	379,374	D

06/05/2008	S(3)	580	D	\$ 41.55	378,794	D
06/05/2008	S <u>(3)</u>	100	D	\$ 41.58	378,694	D
06/05/2008	S(3)	300	D	\$ 41.62	378,394	D
06/05/2008	S(3)	700	D	\$ 41.64	377,694	D
06/05/2008	S(3)	200	D	\$ 41.65	377,494	D
	06/05/2008 06/05/2008	06/05/2008 S(3) 06/05/2008 S(3) 06/05/2008 S(3)	$06/05/2008$ $S_{\underline{(3)}}$ 100 $06/05/2008$ $S_{\underline{(3)}}$ 300 $S_{\underline{(3)}}$ 700	06/05/2008 S(3) 100 D 06/05/2008 S(3) 300 D 06/05/2008 S(3) 700 D	06/05/2008 S(3) 100 D \$ 41.58 06/05/2008 S(3) 300 D \$ 41.62 06/05/2008 S(3) 700 D \$ 41.64	06/05/2008 S(3) 100 D \$41.58 378,694 06/05/2008 S(3) 300 D \$41.62 378,394 06/05/2008 S(3) 700 D \$41.64 377,694

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.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Nur	mber of	6. Date Exerc	cisable and	7. Title and A	Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDeriva	ative	Expiration D	ate	Underlying S	Securities
Security	or Exercise		any	Code	Securi	ities	(Month/Day/	Year)	(Instr. 3 and	4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acqui	red (A)	•		·	
	Derivative		•		or Dis	posed of				
	Security				(D)	•				
	, and the second second				(Instr.	3, 4,				
					and 5)					
										Amount
							Date	Expiration	Title	or
							Exercisable	Date	Title	Number
				Code V	(A)	(D)				of Shares
	¢ 16 6	06/05/2000		M		2.072	(4)	05/17/2010		2.072
	\$ 16.6	06/05/2008		M		3,972	<u>(4)</u>	05/17/2010		3,972

(9-02)

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Stock Option (Right to Buy)						Class A Common Stock, \$.01 par value	
Stock Option (Right to Buy) \$ 15.6333	06/05/2008	M	53,092	<u>(5)</u>	05/11/2009	Class A Common Stock, \$.01 par	53,092

Reporting Owners

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
FULLER MORTIMER B III						
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

06/09/2008

Explanation of Responses:

**Signature of Reporting Person

- * 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.
- (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 convertible into one share of Class A Common Stock.
- (3) 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.

Date

- (4) This option was granted under the Genesee & Wyoming Inc. Amended and Restated 2004 Omnibus Incentive Plan and became vested in three equal annual installments, beginning May 11, 2005.
- This option was granted under the Genesee & Wyoming Inc. Amended and Restated 2004 Omnibus Incentive Plan and became vested in three equal annual installments, beginning May 17, 2006. A portion of these options were exercised on June 4, 2008 (as disclosed in the Form 4 filed for Mr. Fuller on June 5, 2008) and the remainder of these options were exercised on June 5, 2008, as disclosed herein.

Remarks:

Form #1 of 4 forms reporting 6/05/2008 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.

Reporting Owners 5