GENESEE & WYOMING INC

Form 4 June 09, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

burden hours per response... 0.5

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obligations may continue. See Instruction

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

1(b).

(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) 66 FIELD PO	(First) INT ROAD	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/05/2008	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) Exec.Chmn. & Chrmn.of the Bd.
	(Street)		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
GREENWICH, CT 06830				Form filed by More than One Reporting Person

(City)	(State)	(Zip) Tab	le I - Non-	Derivativ	e Secu	rities Acqui	red, Disposed of,	or Beneficial	ly 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,	esed 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	06/05/2008		Code V S(1)	Amount	(D)	Price \$ 41.66	376,894	D	
Class A Common Stock, \$.01 par value	06/05/2008		S <u>(1)</u>	500	D	\$ 41.67	376,394	D	
Class A Common	06/05/2008		S <u>(1)</u>	600	D	\$ 41.69	375,794	D	

Stock, \$.01 par value							
Class A Common Stock, \$.01 par value	06/05/2008	S <u>(1)</u>	436	D	\$ 41.71	375,358	D
Class A Common Stock, \$.01 par value	06/05/2008	S <u>(1)</u>	1,200	D	\$ 41.72	374,158	D
Class A Common Stock, \$.01 par value	06/05/2008	S <u>(1)</u>	500	D	\$ 41.73	373,658	D
Class A Common Stock, \$.01 par value	06/05/2008	S(1)	500	D	\$ 41.74	373,158	D
Class A Common Stock, \$.01 par value	06/05/2008	S <u>(1)</u>	200	D	\$ 41.77	372,958	D
Class A Common Stock, \$.01 par value	06/05/2008	S <u>(1)</u>	400	D	\$ 41.79	372,558	D
Class A Common Stock, \$.01 par value	06/05/2008	S <u>(1)</u>	1,014	D	\$ 41.82	371,544	D
Class A Common Stock, \$.01 par value	06/05/2008	S <u>(1)</u>	300	D	\$ 41.84	371,244	D
Class A Common Stock,	06/05/2008	S <u>(1)</u>	400	D	\$ 41.85	370,844	D

\$.01 par value							
Class A Common Stock, \$.01 par value	06/05/2008	S <u>(1)</u>	650	D	\$ 41.86	370,194	D
Class A Common Stock, \$.01 par value	06/05/2008	S <u>(1)</u>	200	D	\$ 41.87	369,994	D
Class A Common Stock, \$.01 par value	06/05/2008	S(1)	650	D	\$ 41.8762	369,344	D
Class A Common Stock, \$.01 par value	06/05/2008	S <u>(1)</u>	1,400	D	\$ 41.88	367,944	D
Class A Common Stock, \$.01 par value	06/05/2008	S(1)	600	D	\$ 41.89	367,344	D
Class A Common Stock, \$.01 par value	06/05/2008	S(1)	900	D	\$ 41.9	366,444	D
Class A Common Stock, \$.01 par value	06/05/2008	S <u>(1)</u>	700	D	\$ 41.91	365,744	D
Class A Common Stock, \$.01 par value	06/05/2008	S <u>(1)</u>	2,700	D	\$ 41.92	363,044	D
Class A Common Stock, \$.01 par	06/05/2008	S(1)	500	D	\$ 41.926	362,544	D

value							
Class A Common Stock, \$.01 par value	06/05/2008	S <u>(1)</u>	725	D	\$ 41.93	361,819	D
Class A Common Stock, \$.01 par value	06/05/2008	S <u>(1)</u>	650	D	\$ 41.94	361,169	D
Class A Common Stock, \$.01 par value	06/05/2008	S <u>(1)</u>	300	D	\$ 41.9433	360,869	D
Class A Common Stock, \$.01 par value	06/05/2008	S(1)	200	D	\$ 41.945	360,669	D
Class A Common Stock, \$.01 par value	06/05/2008	S <u>(1)</u>	1,400	D	\$ 41.95	359,269	D
Class A Common Stock, \$.01 par value	06/05/2008	S <u>(1)</u>	1,400	D	\$ 41.96	357,869	D

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

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(9-02)

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.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e	Securities	(Instr. 5)	Bene
	Derivative				Securities	3	(Instr. 3 and 4)		Own
	Security				Acquired				Follo
					(A) or				Repo

Disposed of (D) (Instr. 3, 4, and 5)

Code V (A) (D) Date Expiration Title Amount Exercisable

Date

or Number Trans

(Insti

of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships						
FB	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

**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).
- 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 #2 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