GENESEE & WYOMING INC
Form 4
June 10, 2008

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
may continue.
See Instruction
1(b).

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) __X__ Director _____ 10% Owner __X__ Officer (give title _____ Other (specify below) below) Exec.Chmn. & Chrmn.of the Bd.
(Last) (First) (Middle) **66 FIELD POINT ROAD** (Street)	3. Date of Earliest Transaction (Month/Day/Year) 06/06/2008	
	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)		

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	(A) or (D)	Price			
Class A Common Stock, $.01 par value	06/06/2008		S[(1)]		400	D	$41.645	408,894	D	
Class A Common Stock, $.01 par value	06/06/2008		S[(1)]		1,300	D	$41.65	407,594	D	
Class A Common Stock, $.01 par value	06/06/2008		S[(1)]		1,100	D	$41.66	406,494	D	

Class A Common Stock, $.01 par value	06/06/2008	S[(1)]	600	D	$ 41.67	405,894	D
Class A Common Stock, $.01 par value	06/06/2008	S[(1)]	2,700	D	$ 41.68	403,194	D
Class A Common Stock, $.01 par value	06/06/2008	S[(1)]	1,200	D	$ 41.69	401,994	D
Class A Common Stock, $.01 par value	06/06/2008	S[(1)]	1,200	D	$ 41.7	400,794	D
Class A Common Stock, $.01 par value	06/06/2008	S[(1)]	1,300	D	$ 41.71	399,494	D
Class A Common Stock, $.01 par value	06/06/2008	S[(1)]	1,300	D	$ 41.72	398,194	D
Class A Common Stock, $.01 par value	06/06/2008	S[(1)]	2,000	D	$ 41.73	396,194	D
Class A Common Stock, $.01 par value	06/06/2008	S[(1)]	3,700	D	$ 41.74	392,494	D
Class A Common Stock, $.01 par value	06/06/2008	S[(1)]	500	D	$ 41.742	391,994	D
Class A Common Stock, $.01 par value	06/06/2008	S[(1)]	200	D	$ 41.745	391,794	D
Class A Common Stock, $.01 par value	06/06/2008	S[(1)]	500	D	$ 41.746	391,294	D
	06/06/2008	S[(1)]	500	D		390,794	D

Class A Common Stock, $.01 par value					$ 41.748		
Class A Common Stock, $.01 par value	06/06/2008		S[(1)]	4,800	D	$ 41.75	385,994	D
Class A Common Stock, $.01 par value	06/06/2008		S[(1)]	4,700	D	$ 41.76	381,294	D
Class A Common Stock, $.01 par value	06/06/2008		S[(1)]	900	D	$ 41.77	380,394	D
Class A Common Stock, $.01 par value	06/06/2008		S[(1)]	3,600	D	$ 41.78	376,794	D
Class A Common Stock, $.01 par value	06/06/2008		S[(1)]	1,300	D	$ 41.79	375,494	D
Class A Common Stock, $.01 par value	06/06/2008		S[(1)]	800	D	$ 41.8	374,694	D
Class A Common Stock, $.01 par value	06/06/2008		S[(1)]	2,400	D	$ 41.81	372,294	D
Class A Common Stock, $.01 par value	06/06/2008		S[(1)]	1,800	D	$ 41.82	370,494	D
Class A Common Stock, $.01 par value	06/06/2008		S[(1)]	1,000	D	$ 41.83	369,494	D
Class A Common Stock, $.01 par value	06/06/2008		S[(1)]	1,100	D	$ 41.84	368,394	D
	06/06/2008		S[(1)]	2,100	D	$ 41.85	366,294	D

Class A
Common
Stock, $.01
par value

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

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. Transaction Code (Instr. 8)		5. Number of Derivative 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)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
								Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
				Code	V	(A)	(D)						

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FULLER MORTIMER B III 66 FIELD POINT ROAD GREENWICH, CT 06830	X		Exec.Chmn. & Chrmn.of the Bd.	

Signatures

Allison M. Fergus, Attorney-in-Fact for Mortimer B. Fuller	06/10/2008
**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).

(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 #2 of 3 forms reporting 6/06/2008 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.

Explanation of Responses: 5