### FULLER MORTIMER B III

Form 4

Common

Stock, \$.01 par value Class A Common

Stock, \$.01 par value

11/13/2008

11/13/2008

#### November 17, 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) 66 FIELD POINT ROAD 11/13/2008 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 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) any Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial (Month/Day/Year) Owned Indirect (I) Ownership (Instr. 8) Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Class A Common $S^{(1)}$ 11/13/2008 500 188,297 D Stock, \$.01 par value Class A

 $S^{(1)}$ 

 $S^{(1)}$ 

1,400

600

D

D

186,897

186,297

D

D

Class A Common Stock, \$.01 par value	11/13/2008	S <u>(1)</u>	300	D	\$ 31.29	185,997	D
Class A Common Stock, \$.01 par value	11/13/2008	S <u>(1)</u>	300	D	\$ 31.3	185,697	D
Class A Common Stock, \$.01 par value	11/13/2008	S <u>(1)</u>	700	D	\$ 31.31	184,997	D
Class A Common Stock, \$.01 par value	11/13/2008	S <u>(1)</u>	1,300	D	\$ 31.32	183,697	D
Class A Common Stock, \$.01 par value	11/13/2008	S <u>(1)</u>	400	D	\$ 31.33	183,297	D
Class A Common Stock, \$.01 par value	11/13/2008	S <u>(1)</u>	700	D	\$ 31.36	182,597	D
Class A Common Stock, \$.01 par value	11/13/2008	S <u>(1)</u>	1,000	D	\$ 31.37	181,597	D
Class A Common Stock, \$.01 par value	11/13/2008	S <u>(1)</u>	400	D	\$ 31.38	181,197	D
Class A Common Stock, \$.01 par value	11/13/2008	S <u>(1)</u>	800	D	\$ 31.39	180,397	D
Class A Common Stock, \$.01 par value	11/13/2008	S <u>(1)</u>	200	D	\$ 31.4	180,197	D
Class A Common Stock, \$.01 par value	11/13/2008	S <u>(1)</u>	100	D	\$ 31.42	180,097	D
	11/13/2008	S <u>(1)</u>	1,000	D		179,097	D

Class A Common Stock, \$.01 par value					\$ 31.43		
Class A Common Stock, \$.01 par value	11/13/2008	S <u>(1)</u>	1,100	D	\$ 31.44	177,997	D
Class A Common Stock, \$.01 par value	11/13/2008	S <u>(1)</u>	800	D	\$ 31.45	177,197	D
Class A Common Stock, \$.01 par value	11/13/2008	S <u>(1)</u>	700	D	\$ 31.46	176,497	D
Class A Common Stock, \$.01 par value	11/13/2008	S <u>(1)</u>	1,300	D	\$ 31.47	175,197	D
Class A Common Stock, \$.01 par value	11/13/2008	S(1)	300	D	\$ 31.48	174,897	D
Class A Common Stock, \$.01 par value	11/13/2008	S <u>(1)</u>	500	D	\$ 31.49	174,397	D
Class A Common Stock, \$.01 par value	11/13/2008	S <u>(1)</u>	1,100	D	\$ 31.5	173,297	D
Class A Common Stock, \$.01 par value	11/13/2008	S <u>(1)</u>	400	D	\$ 31.51	172,897	D
Class A Common Stock, \$.01 par value	11/13/2008	S <u>(1)</u>	400	D	\$ 31.52	172,497	D
Class A Common Stock, \$.01 par value	11/13/2008	S <u>(1)</u>	200	D	\$ 31.55	172,297	D
	11/13/2008	S <u>(1)</u>	300	D		171,997	D

Class A Common Stock, \$.01 par value					\$ 31.59		
Class A Common Stock, \$.01 par value	11/13/2008	S <u>(1)</u>	200	D	\$ 31.66	171,797	D
Class A Common Stock, \$.01 par value	11/13/2008	S(1)	400	D	\$ 31.67	171,397	D
Class A Common Stock, \$.01 par value	11/13/2008	S <u>(1)</u>	200	D	\$ 31.8	171,197	D

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	ctionNumber	Expiration D	ate	Amour	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day	/Year)	Underl	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	<ol><li>Derivativ</li></ol>	re		Securit	ties	(Instr. 5)
	Derivative				Securities	S		(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
									or	
						Date	Expiration		Number	
						Exercisable	Date		of	
				Code	V (A) (D)				Shares	
				Code	v (A) (D)				Shares	

# **Reporting Owners**

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

Reporting Owners 4

Date

GREENWICH, CT 06830

## **Signatures**

Allison M. Fergus, Attorney-in-Fact for Mortimer B.
Fuller

11/17/2008

\*\*Signature of Reporting Person

## **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 November 5, 2008.

### **Remarks:**

Form #3 of 6 forms reporting 11/13/2008 and 11/14/2008 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.

Signatures 5