



Edgar Filing: GENESEE & WYOMING INC - Form 4

Stock, \$.01 par value							
Class A Common Stock, \$.01 par value	11/07/2008	<u>S(3)</u>	200	D	\$ 32.18	352,897	D
Class A Common Stock, \$.01 par value	11/07/2008	<u>S(3)</u>	50	D	\$ 32.19	352,847	D
Class A Common Stock, \$.01 par value	11/07/2008	<u>S(3)</u>	200	D	\$ 32.25	352,647	D
Class A Common Stock, \$.01 par value	11/07/2008	<u>S(3)</u>	800	D	\$ 32.28	351,847	D
Class A Common Stock, \$.01 par value	11/07/2008	<u>S(3)</u>	800	D	\$ 32.29	351,047	D
Class A Common Stock, \$.01 par value	11/07/2008	<u>S(3)</u>	100	D	\$ 32.3	350,947	D
Class A Common Stock, \$.01 par value	11/07/2008	<u>S(3)</u>	100	D	\$ 32.33	350,847	D
Class A Common Stock, \$.01 par value	11/07/2008	<u>S(3)</u>	400	D	\$ 32.34	350,447	D
Class A Common Stock,	11/07/2008	<u>S(3)</u>	300	D	\$ 32.35	350,147	D

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Class A Common Stock, \$.01 par value	11/07/2008	<u>S(3)</u>	1,200	D	\$ 32.37	348,947	D
Class A Common Stock, \$.01 par value	11/07/2008	<u>S(3)</u>	400	D	\$ 32.38	348,547	D
Class A Common Stock, \$.01 par value	11/07/2008	<u>S(3)</u>	300	D	\$ 32.39	348,247	D
Class A Common Stock, \$.01 par value	11/07/2008	<u>S(3)</u>	500	D	\$ 32.4	347,747	D
Class A Common Stock, \$.01 par value	11/07/2008	<u>S(3)</u>	1,200	D	\$ 32.41	346,547	D
Class A Common Stock, \$.01 par value	11/07/2008	<u>S(3)</u>	100	D	\$ 32.44	346,447	D
Class A Common Stock, \$.01 par value	11/07/2008	<u>S(3)</u>	400	D	\$ 32.45	346,047	D
Class A Common Stock, \$.01 par value	11/07/2008	<u>S(3)</u>	700	D	\$ 32.46	345,347	D
Class A Common Stock, \$.01 par	11/07/2008	<u>S(3)</u>	800	D	\$ 32.47	344,547	D

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value

Class A  
Common  
Stock,  
\$01 par  
value

11/07/2008

S(3)

100

D

\$  
32.48

344,447

D

Class A  
Common  
Stock,  
\$01 par  
value

11/07/2008

S(3)

300

D

\$  
32.49

344,147

D

Class A  
Common  
Stock,  
\$01 par  
value

11/07/2008

S(3)

100

D

\$ 32.5

344,047

D

Class A  
Common  
Stock,  
\$01 par  
value

11/07/2008

S(3)

1,200

D

\$  
32.51

342,847

D

Class A  
Common  
Stock,  
\$01 par  
value

11/07/2008

S(3)

600

D

\$  
32.52

342,247

D

Class A  
Common  
Stock,  
\$01 par  
value

11/07/2008

S(3)

700

D

\$  
32.53

341,547

D

Class A  
Common  
Stock,  
\$01 par  
value

11/07/2008

S(3)

400

D

\$  
32.54

341,147

D

Class A  
Common  
Stock,  
\$01 par  
value

11/07/2008

S(3)

200

D

\$  
32.55

340,947

D

Class A  
Common  
Stock,  
\$01 par  
value

11/07/2008

S(3)

100

D

\$  
32.57

340,847

D

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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)

**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. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock, \$.01 par value	(4)	11/07/2008		C	300,000	(4)	(4)	Class A Common Stock, \$.01 par value	300,000

## 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  
11/12/2008

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) These shares are held by Mr. Fuller's wife. Mr. Fuller disclaims beneficial ownership of these shares.
- (2) These shares were received upon conversion of Class B Common Stock held by Mr. Fuller. 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 November 5, 2008.
- (4) 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.

**Remarks:**

Form #1 of 6 forms reporting 11/07/2008 and 11/10/2008 transactions.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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