GENESEE & WYOMING INC

Form 4

Class B

Common

November 12, 2008

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FORM	14			OMB APPROVAL				
	UNITEDSTATI	CS SECURITIES AND EXCHANO Washington, D.C. 20549	GE COMMISSION	OMB Number: 3235-0287				
Check the character of				Expires: January 31,				
subject section Form 4	to STATEMENT (16. or	OF CHANGES IN BENEFICIAL (SECURITIES		Estimated average burden hours per response 0.5				
Form 5 obligation may cor See Inst	ons Section 17(a) of th	o Section 16(a) of the Securities Excle Public Utility Holding Company A n) of the Investment Company Act of	ct of 1935 or Section					
(Print or Type	Responses)							
	Address of Reporting Person ** MORTIMER B III	2. Issuer Name and Ticker or Trading Symbol GENESEE & WYOMING INC	Issuer					
		[GWR]	(Clieck	(Check all applicable)				
(Last) 66 FIELD	(First) (Middle) POINT ROAD	3. Date of Earliest Transaction (Month/Day/Year) 11/07/2008	_X_ Director _X_ Officer (give to below)	10% Owner title Other (specify below) & Chrmn.of the Bd.				
	(Stuggt)	4 ICA						
GREENW	(Street) ICH, CT 06830	4. If Amendment, Date Original Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by Or Form filed by Mo	nt/Group Filing(Check ne Reporting Person ore than One Reporting				
(City)	(State) (Zip)	Toble I. Non Dominative Securities	Person Acquired Disposed of	on Ponoficially Owned				
		Table I - Non-Derivative Securities		· ·				
1.Title of Security (Instr. 3)	any	emed 3. 4. Securities Acquir on Date, if Transactiom Disposed of (D) Code (Instr. 3, 4 and 5) (Day/Year) (Instr. 8) (A) or Code V Amount (D)	Ped (A) 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. 7. Nature of Ownership Indirect Form: Beneficial Direct (D) Ownership or Indirect (Instr. 4) (I) (Instr. 4)				
Class A Common Stock, \$.01 par value			9,589.5	$I_{\frac{(1)}{2}}$ By Wife				
Class A Common Stock, \$.01 par value	11/07/2008	C 300,000 A 1	2) 353,097	D				

2,727,667.5 D

<u>(4)</u>

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

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

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

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. Transactic Code (Instr. 8)	5. Number of on Derivative Expiration Date Expiration Date (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. 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	<u>(4)</u>	11/07/2008		С	300,000	<u>(4)</u>	<u>(4)</u>	Class A Common Stock, \$.01 par value	300,000

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

FULLER MORTIMER B III 66 FIELD POINT ROAD

6 FIELD POINT ROAD X Exec.Chmn. & Chrmn.of the Bd.

GREENWICH, CT 06830

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.

Reporting Owners 5

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. 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.