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GENESEE & WYOMING INC
Form 8-K
February 14, 2006

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

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of Earliest Event Reported): February 13, 2006

Genesee & Wyoming Inc.

(Exact name of registrant as specified in its charter)

Delaware	001-31456	06-0984624
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(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

66 Field Point Road, Greenwich, Connecticut	06830
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(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (203) 629-3722

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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ITEM 8.01. OTHER EVENTS.

On February 13, 2006, Genesee & Wyoming Inc. issued a press release relating to its agreement to sell its Western Australia operations and certain other assets of the Australian Railroad Group for A\$1.3 billion (US\$956 million), Also Agrees

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to Acquire Remaining 50 percent of South Australia Operations from Wesfarmers Limited for A\$20 million (US\$15 million).

ITEM 9.01 EXHIBITS

- (a) None
- (b) None
- (d) Exhibits

The following exhibits are filed or furnished herewith:

EXHIBIT NO.	DESCRIPTION
99.1	Press Release, dated February 13, 2006

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GENESEE & WYOMING INC.

February 13, 2006

By: /s/ Adam B. Frankel

Name: Adam B. Frankel
Title: Senior Vice President, General
Counsel & Corporate Secretary