

GENESEE & WYOMING INC
 Form 4
 November 12, 2008

FORM 4

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

OMB APPROVAL

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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)

(Last) (First) (Middle)
66 FIELD POINT ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/07/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
 Exec.Chmn. & Chrmn.of the Bd.

GREENWICH, CT 06830

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4) |
|---------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (D) | Price |
| Class A Common Stock, \$.01 par value | 11/10/2008 | | S(1) | | 200 | D | \$ 33.75 |
| | | | | | 314,042 | D | |
| Class A Common Stock, \$.01 par value | 11/10/2008 | | S(1) | | 635 | D | \$ 33.77 |
| | | | | | 313,407 | D | |
| Class A Common | 11/10/2008 | | S(1) | | 400 | D | \$ 33.78 |
| | | | | | 313,007 | D | |

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| | | | | | | | |
|---|------------|------------------------|-----|---|---------------|---------|---|
| Stock, \$.01 par value | | | | | | | |
| Class A Common Stock, \$.01 par value | 11/10/2008 | <u>S⁽¹⁾</u> | 400 | D | \$ 33.79 | 312,607 | D |
| Class A Common Stock, \$.01 par value | 11/10/2008 | <u>S⁽¹⁾</u> | 100 | D | \$ 33.8 | 312,507 | D |
| Class A Common Stock, \$.01 par value | 11/10/2008 | <u>S⁽¹⁾</u> | 200 | D | \$ 33.81 | 312,307 | D |
| Class A Common Stock, \$.01 par value | 11/10/2008 | <u>S⁽¹⁾</u> | 510 | D | \$ 33.82 | 311,797 | D |
| Class A Common Stock, \$.01 par value | 11/10/2008 | <u>S⁽¹⁾</u> | 100 | D | \$ 33.8375 | 311,697 | D |
| Class A Common Stock, \$.01 par value | 11/10/2008 | <u>S⁽¹⁾</u> | 800 | D | \$ 33.84 | 310,897 | D |
| Class A Common Stock, \$.01 par value | 11/10/2008 | <u>S⁽¹⁾</u> | 200 | D | \$ 33.85 | 310,697 | D |
| Class A Common Stock, \$.01 par value | 11/10/2008 | <u>S⁽¹⁾</u> | 200 | D | \$ 33.87 | 310,497 | D |
| Class A Common Stock, | 11/10/2008 | <u>S⁽¹⁾</u> | 700 | D | \$ 33.88 | 309,797 | D |

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|---|------------|------------------------|-------|---|----------|---------|---|
| Class A Common Stock, \$.01 par value | 11/10/2008 | <u>S⁽¹⁾</u> | 1,700 | D | \$ 33.89 | 308,097 | D |
| Class A Common Stock, \$.01 par value | 11/10/2008 | <u>S⁽¹⁾</u> | 100 | D | \$ 33.9 | 307,997 | D |
| Class A Common Stock, \$.01 par value | 11/10/2008 | <u>S⁽¹⁾</u> | 200 | D | \$ 33.92 | 307,797 | D |
| Class A Common Stock, \$.01 par value | 11/10/2008 | <u>S⁽¹⁾</u> | 400 | D | \$ 33.93 | 307,397 | D |
| Class A Common Stock, \$.01 par value | 11/10/2008 | <u>S⁽¹⁾</u> | 4,000 | D | \$ 33.99 | 303,397 | D |
| Class A Common Stock, \$.01 par value | 11/10/2008 | <u>S⁽¹⁾</u> | 200 | D | \$ 34 | 303,197 | D |
| Class A Common Stock, \$.01 par value | 11/10/2008 | <u>S⁽¹⁾</u> | 300 | D | \$ 34.02 | 302,897 | D |
| Class A Common Stock, \$.01 par value | 11/10/2008 | <u>S⁽¹⁾</u> | 200 | D | \$ 34.05 | 302,697 | D |
| Class A Common Stock, \$.01 par | 11/10/2008 | <u>S⁽¹⁾</u> | 1,100 | D | \$ 34.15 | 301,597 | D |

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| | | | | | | | |
|---|------------|-------------|-------|---|---------------|---------|---|
| value | | | | | | | |
| Class A Common Stock, \$.01 par value | 11/10/2008 | <u>S(1)</u> | 200 | D | \$ 34.19 | 301,397 | D |
| Class A Common Stock, \$.01 par value | 11/10/2008 | <u>S(1)</u> | 1,600 | D | \$ 34.2 | 299,797 | D |
| Class A Common Stock, \$.01 par value | 11/10/2008 | <u>S(1)</u> | 300 | D | \$ 34.21 | 299,497 | D |
| Class A Common Stock, \$.01 par value | 11/10/2008 | <u>S(1)</u> | 400 | D | \$ 34.22 | 299,097 | D |
| Class A Common Stock, \$.01 par value | 11/10/2008 | <u>S(1)</u> | 600 | D | \$ 34.23 | 298,497 | D |
| Class A Common Stock, \$.01 par value | 11/10/2008 | <u>S(1)</u> | 300 | D | \$ 34.2301 | 298,197 | D |
| Class A Common Stock, \$.01 par value | 11/10/2008 | <u>S(1)</u> | 100 | D | \$ 34.24 | 298,097 | D |
| Class A Common Stock, \$.01 par value | 11/10/2008 | <u>S(1)</u> | 100 | D | \$ 34.25 | 297,997 | 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

SEC 1474
(9-02)

number.

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. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

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) 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 #5 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.