

GENESEE & WYOMING INC  
 Form 4  
 November 13, 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)  
 11/11/2008

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

GREENWICH, CT 06830

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

(City) (State) (Zip)

**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	11/11/2008		S(1)		200	D	\$ 33.68
					249,797	D	
Class A Common Stock, \$.01 par value	11/11/2008		S(1)		700	D	\$ 33.69
					249,097	D	
Class A Common	11/11/2008		S(1)		100	D	\$ 33.695
					248,997	D	

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Stock, \$.01 par value								
Class A Common Stock, \$.01 par value	11/11/2008	<u>S<sup>(1)</sup></u>	200	D	\$ 33.7	248,797	D	
Class A Common Stock, \$.01 par value	11/11/2008	<u>S<sup>(1)</sup></u>	400	D	\$ 33.71	248,397	D	
Class A Common Stock, \$.01 par value	11/11/2008	<u>S<sup>(1)</sup></u>	300	D	\$ 33.73	248,097	D	
Class A Common Stock, \$.01 par value	11/11/2008	<u>S<sup>(1)</sup></u>	500	D	\$ 33.74	247,597	D	
Class A Common Stock, \$.01 par value	11/11/2008	<u>S<sup>(1)</sup></u>	200	D	\$ 33.75	247,397	D	
Class A Common Stock, \$.01 par value	11/11/2008	<u>S<sup>(1)</sup></u>	100	D	\$ 33.755	247,297	D	
Class A Common Stock, \$.01 par value	11/11/2008	<u>S<sup>(1)</sup></u>	100	D	\$ 33.7575	247,197	D	
Class A Common Stock, \$.01 par value	11/11/2008	<u>S<sup>(1)</sup></u>	300	D	\$ 33.77	246,897	D	
Class A Common Stock,	11/11/2008	<u>S<sup>(1)</sup></u>	100	D	\$ 33.7725	246,797	D	

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Class A Common Stock, \$.01 par value	11/11/2008	<u>S<sup>(1)</sup></u>	100	D	\$ 33.7775	246,697	D
Class A Common Stock, \$.01 par value	11/11/2008	<u>S<sup>(1)</sup></u>	400	D	\$ 33.78	246,297	D
Class A Common Stock, \$.01 par value	11/11/2008	<u>S<sup>(1)</sup></u>	200	D	\$ 33.7875	246,097	D
Class A Common Stock, \$.01 par value	11/11/2008	<u>S<sup>(1)</sup></u>	200	D	\$ 33.79	245,897	D
Class A Common Stock, \$.01 par value	11/11/2008	<u>S<sup>(1)</sup></u>	100	D	\$ 33.7975	245,797	D
Class A Common Stock, \$.01 par value	11/11/2008	<u>S<sup>(1)</sup></u>	600	D	\$ 33.8	245,197	D
Class A Common Stock, \$.01 par value	11/11/2008	<u>S<sup>(1)</sup></u>	100	D	\$ 33.8025	245,097	D
Class A Common Stock, \$.01 par value	11/11/2008	<u>S<sup>(1)</sup></u>	400	D	\$ 33.81	244,697	D
Class A Common Stock, \$.01 par	11/11/2008	<u>S<sup>(1)</sup></u>	300	D	\$ 33.82	244,397	D

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value

Class A Common Stock, \$.01 par value	11/11/2008	<u>S(1)</u>	200	D	\$ 33.83	244,197	D
Class A Common Stock, \$.01 par value	11/11/2008	<u>S(1)</u>	300	D	\$ 33.84	243,897	D
Class A Common Stock, \$.01 par value	11/11/2008	<u>S(1)</u>	300	D	\$ 33.86	243,597	D
Class A Common Stock, \$.01 par value	11/11/2008	<u>S(1)</u>	200	D	\$ 33.87	243,397	D
Class A Common Stock, \$.01 par value	11/11/2008	<u>S(1)</u>	400	D	\$ 33.88	242,997	D
Class A Common Stock, \$.01 par value	11/11/2008	<u>S(1)</u>	100	D	\$ 33.885	242,897	D
Class A Common Stock, \$.01 par value	11/11/2008	<u>S(1)</u>	400	D	\$ 33.89	242,497	D
Class A Common Stock, \$.01 par value	11/11/2008	<u>S(1)</u>	100	D	\$ 33.8975	242,397	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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  
 11/13/2008  
 \*\*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 10 forms reporting 11/11/2008 and 11/12/2008 transactions.

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