

FULLER MORTIMER B III  
Form 4  
November 08, 2010

**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)

3. Date of Earliest Transaction (Month/Day/Year)  
11/04/2010

Director  10% Owner  
 Officer (give title below)  Other (specify below)

66 FIELD POINT ROAD

(Street)

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

GREENWICH, CT 06830

(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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Class A Common Stock, \$0.01 par value	11/04/2010		M		3,400	A	\$ 32.35 34,022	D
Class A Common Stock, \$0.01 par value	11/04/2010		M		56,845	A	\$ 29.41 90,867	D
Class A Common Stock, \$0.01 par value	11/04/2010		M		136,476	A	\$ 30.37 227,343	D

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Stock, \$0.01 par value								
Class A Common Stock, \$0.01 par value	11/04/2010	M	37,084	A	\$ 32.35	264,427	D	
Class A Common Stock, \$0.01 par value	11/04/2010	M	3,979	A	\$ 20.89	268,406	D	
Class A Common Stock, \$0.01 par value	11/04/2010	M	2,766	A	\$ 28.92	271,172	D	
Class A Common Stock, \$0.01 par value	11/04/2010	M	2,535	A	\$ 31.38	273,707	D	
Class A Common Stock, \$0.01 par value	11/04/2010	M	2,591	A	\$ 31.12	276,298	D	
Class A Common Stock, \$0.01 par value	11/04/2010	S	30,000	D	\$ 45.9481 <u>(1) (2)</u>	246,298	D	
Class A Common Stock, \$0.01 par value	11/04/2010	S	220,128	D	\$ 46.56 <u>(2) (3)</u>	26,170	D	
Class A Common Stock, \$0.01 par value						5,955.5	I <u>(4)</u>	By wife. <u>(4)</u>
Class B Common Stock,						1,286,823.5 <u>(5) (6)</u>	D	

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\$0.01 par value							
Class B Common Stock, \$0.01 par value					5,748 <sup>(5)</sup>	I <sup>(4)</sup>	By wife <sup>(4)</sup>
Class B Common Stock, \$0.01 par value					345,070 <sup>(5)</sup>	I <sup>(7)</sup>	By Grantor Retained Annuity Trust <sup>(7)</sup>

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

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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (Right to Buy)	\$ 32.35	11/04/2010		M	3,400	<sup>(8)</sup> 05/29/2011	Class A Common Stock, \$0.01 par value 3,400
Stock Option (Right to Buy)	\$ 29.41	11/04/2010		M	56,845	<sup>(8)</sup> 05/29/2011	Class A Common Stock, \$0.01 par value 56,845
Stock Option (Right to Buy)	\$ 30.37	11/04/2010		M	136,476	<sup>(9)</sup> 06/01/2011	Class A Common Stock, \$0.01 par value 136,476
	\$ 32.35	11/04/2010		M	37,084	<sup>(10)</sup> 05/29/2012	37,084

Stock Option (Right to Buy)	Exercise Price	Grant Date	Expiration Date	Class	Quantity	Weighted Average Price	Expiration Date	Class	Quantity
Stock Option (Right to Buy)	\$ 20.89	11/04/2010		M	3,979	(11)	02/26/2014	Class A Common Stock, \$0.01 par value	3,979
Stock Option (Right to Buy)	\$ 28.92	11/04/2010		M	2,766	(11)	05/28/2014	Class A Common Stock, \$0.01 par value	2,766
Stock Option (Right to Buy)	\$ 31.38	11/04/2010		M	2,535	(11)	08/30/2014	Class A Common Stock, \$0.01 par value	2,535
Stock Option (Right to Buy)	\$ 31.12	11/04/2010		M	2,591	(11)	11/29/2014	Class A Common Stock, \$0.01 par value	2,591

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FULLER MORTIMER B III 66 FIELD POINT ROAD GREENWICH, CT 06830			X	

## Signatures

Allison M. Fergus, Attorney-in-Fact for Mortimer B. Fuller III  
 11/08/2010

\*\*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) Represents the weighted average sales price for the price increments ranging from \$45.88 to \$45.99.  
 The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.

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- (3) Represents the weighted average sales price for the price increments ranging from \$46.00 to \$46.92.
- (4) These shares are held by Mr. Fuller's wife. Mr. Fuller disclaims beneficial ownership of these shares.
- (5) This Class B Common Stock is not registered pursuant to Section 12 of the Act. However, each share of Class B Common Stock is freely convertible into one share of Class A Common Stock.
- (6) Reflects a distribution effected on October 15, 2010 of 154,930 shares of Class B Common Stock to Mr. Fuller by a Grantor Retained Annuity Trust, of which Mr. Fuller is the Trustee.
- (7) These shares are held in a Grantor Retained Annuity Trust, of which Mr. Fuller is the Trustee.
- (8) This option was granted under the Genesee & Wyoming Inc. Amended and Restated 2004 Omnibus Incentive Plan and became vested in three equal annual installments, beginning May 30, 2007.
- (9) This option was granted under the Genesee & Wyoming Inc. Amended and Restated 2004 Omnibus Incentive Plan and became vested on June 2, 2006.
- (10) This option was granted under the Genesee & Wyoming Inc. Amended and Restated 2004 Omnibus Incentive Plan and became vested in three equal annual installments, beginning May 30, 2008.
- (11) This option was granted under the Genesee & Wyoming Inc. Amended and Restated 2004 Omnibus Incentive Plan and became vested in three equal annual installments, beginning February 27, 2010.

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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