

FULLER MORTIMER B III  
Form 4  
December 06, 2012

**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)  
12/04/2012

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 Indirect Ownership (Instr. 4)
			Code	V	Amount or Price		
Class A Common Stock, \$.01 par value	12/04/2012		C		7,000 A <u>11</u> 12,955.5	I	By wife <u>(2)</u>
Class A Common Stock, \$.01 par value	12/04/2012		G		12,730 D \$ 0 225.5	I	By wife <u>(2)</u>
Class A Common Stock, \$.01 par value	12/04/2012		G		12,730 A \$ 0 12,730	I	By trust <u>(3)</u>

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Stock,  
\$.01 par  
value

Class A  
Common

Stock,	12/05/2012	C	21,000	A	(1)	38,244	D
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\$.01 par  
value

Class A  
Common

Stock,	12/06/2012	C	38,523	A	(1)	76,767	D
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\$.01 par  
value

Class A  
Common

Stock,	12/06/2012	J/K <sup>(4)(5)(6)</sup>	38,523	D	\$ 0	38,244	D
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\$.01 par  
value

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

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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. 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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Class B Common Stock, \$.01 par value	(7)	12/04/2012		C	7,000	(7) (7)	Class A Common Stock, \$.01 par value
Class B Common Stock, \$.01 par	(7)	12/05/2012		C	21,000	(7) (7)	Class A Common Stock, \$.01 par

value								value
Class B Common Stock, \$.01 par value	(7)	12/06/2012	C	38,523	(7)	(7)		Class A Common Stock, \$.01 par value
Contract to Sell	(4)	12/06/2012	J/K(4)(5)(6)	50,000	11/28/2012	11/28/2012		Class A Common Stock, \$.01 par value

## 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	12/06/2012
**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 shares were received upon conversion of Class B Common Stock. Each share of Class B Common Stock is convertible into one share of Class A Common Stock.
- (2) These shares are held by Mr. Fuller's wife. Mr. Fuller disclaims beneficial ownership of these shares.
- (3) Held by a trust of which Mr. Fuller is trustee for the benefit of a family member of Mr. Fuller. Mr. Fuller disclaims beneficial ownership of these shares.  
On December 6, 2012, Mr. Fuller settled a variable prepaid forward contract that was entered into on November 28, 2011 with Credit Suisse Capital LLC ("Credit Suisse"), relating to 50,000 shares of Common Stock of the Company, which contract expired November 28, 2012. Mr. Fuller received net proceeds of \$2,387,407 under the contract. Under the terms of the contract, Mr. Fuller agreed to deliver shares of Class B Common Stock (which would immediately convert into shares of Class A Common Stock on a one-for-one basis) or shares of Class A Common Stock on the expiration date of the contract as follows: (continued in Footnotes 5 and 6 below.)  
(a) if the final price was less than or equal to the floor price (\$55.85 per share), 50,000 shares; (b) if the final price was less than or equal to the cap price (\$72.60 per share), but greater than the floor price, then a number of shares equal to 50,000 times the floor price divided by the final price; and (c) if the final price was greater than the cap price, then a number of shares equal to 50,000 shares multiplied by a fraction, the numerator of which was the sum of the floor price and the difference between the final price and the cap price, and the denominator of which was the final price. (Continued in Footnote 6 below.)
- (6) On November 28, 2012, the final price under the contract was \$72.9894. Accordingly, on December 6, 2012 Mr. Fuller transferred to Credit Suisse 38,523 shares of Class A Common Stock.
- (7) 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.

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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