RINGO PHILIP J Form 4

FORM 4

July 05, 2005

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

OMB APPROVAL

burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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

1(b).

(Print or Type Responses)

may continue.

See Instruction

1. Name and Address of Reporting Person * RINGO PHILIP J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

GENESEE & WYOMING INC

(Check all applicable)

[GWR]

(Last) (First) (Middle)

(Street)

3. Date of Earliest Transaction

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

(Month/Day/Year) 06/30/2005

C/O GENESEE & WYOMING INC., 66 FIELD POINT ROAD

4. If Amendment, Date Original

Applicable Line)

12,487

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

GREENWICH, CT 06830

Class A Common

Stock,

\$.01 par value

(City)	(State)	(Zip) Tab	le I - Non-	Derivative Se	ecuriti	es Acqui	red, Disposed of,	or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			Beneficially Form: Owned Direct Following or Indi Reported (I) Transaction(s) (Instr.	Ownership Form: Direct (D) or Indirect	Beneficial (D) Ownership ect (Instr. 4)	
Class A Common Stock, \$.01 par value	06/30/2005		Code V	Amount 1,042.79 (1)	(D)	Price \$ 27.81	(Instr. 3 and 4) 30,775.858	D	

By

Spouse (2)

 $I^{(2)}$

Edgar Filing: RINGO PHILIP J - Form 4

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 number.

SEC 1474 (9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	e and	8. Price of	9
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Da	ate	Amou	int of	Derivative	J
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)]
		Derivative				Securities			(Instr.	3 and 4)		(
		Security				Acquired]
						(A) or						J
						Disposed						-
						of (D)						(
						(Instr. 3,						
						4, and 5)						
										Amount		
						Date	Expiration		or			
							Exercisable	Date		Number		
					G 1 17	(A) (B)				of		
					Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

RINGO PHILIP J C/O GENESEE & WYOMING INC. 66 FIELD POINT ROAD GREENWICH, CT 06830

X

Signatures

Adam B. Frankel, Attorney in Fact for Philip J. Ringo

07/01/2005

**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).
 - These are deferred stock units acquired pursuant to the deferred stock arrangements for non-employee directors in accordance with the terms of the Company's 2004 Omnibus Incentive Plan ("Omnibus Plan"). The deferred stock units are converted into shares of the
- (1) Company's Class A Common Stock on a one-for-one basis upon distribution. Distribution of shares of Class A Common Stock occurs the first day of the calendar month after a director's service on the Board terminates or upon another date or dates designated by the director pursuant to the Omnibus Plan.
- (2) These shares are owned by Mr. Ringo's wife. Mr. Ringo disclaims beneficial ownership of these shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

Edgar Filing: RINGO PHILIP J - Form 4

tential persons who are to respond to the collection of information contained in this form are not required to respond unless the form display currently valid OMB number.	/S