

GENESEE & WYOMING INC

Form 4

April 27, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SCANNELL PETER O

(Last) (First) (Middle)

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

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
GENESEE & WYOMING INC
[GWR]

3. Date of Earliest Transaction
(Month/Day/Year)
04/13/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Class A Common Stock, \$.01 par value	04/13/2006		S		100	D \$ 32.58	18,167.67 ⁽¹⁾ D
Class A Common Stock, \$.01 par value	04/13/2006		S		100	D \$ 32.52	18,067.67 ⁽¹⁾ D
Class A Common Stock, \$.01	04/13/2006		S		100	D \$ 32.5	17,967.67 ⁽¹⁾ D

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par value

Class A

Common Stock, \$.01	04/13/2006	S	100	D	\$ 32.47	17,867.67 <u>(1)</u>	D
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par value

Class A

Common Stock, \$.01	04/13/2006	S	100	D	\$ 32.49	17,767.67 <u>(1)</u>	D
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par value

Class A

Common Stock, \$.01	04/13/2006	S	100	D	\$ 32.46	17,667.67 <u>(1)</u>	D
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par value

Class A

Common Stock, \$.01	04/13/2006	S	100	D	\$ 32.45	17,567.67 <u>(1)</u>	D
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par value

Class A

Common Stock, \$.01	04/13/2006	S	100	D	\$ 32.41	17,467.67 <u>(1)</u>	D
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par value

Class A

Common Stock, \$.01	04/13/2006	S	100	D	\$ 32.35	17,367.67 <u>(1)</u>	D
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par value

Class A

Common Stock, \$.01	04/13/2006	S	200	D	\$ 32.51	17,167.67 <u>(1)</u>	D
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par value

Class A

Common Stock, \$.01	04/13/2006	S	200	D	\$ 32.42	16,967.67 <u>(1)</u>	D
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par value

Class A

Common Stock, \$.01	04/13/2006	S	300	D	\$ 32.52	16,667.67 <u>(1)</u>	D
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par value

Class A

Common Stock, \$.01	04/13/2006	S	400	D	\$ 32.36	16,267.67 <u>(1)</u>	D
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par value

Class A

Common Stock, \$.01	04/13/2006	S	500	D	\$ 32.49	15,767.67 <u>(1)</u>	D
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par value

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Class A
Common
Stock, \$.01 par value 04/13/2006 S 500 D \$ 32.37 15,267.67 ⁽¹⁾ D

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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

SCANNELL PETER O
C/O GENESEE & WYOMING INC.
66 FIELD POINT ROAD
GREENWICH, CT 06830

X

Signatures

Allison M. Fergus, Attorney in Fact for Peter O.
Scannell

04/26/2006

 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) 3,000 of these shares are held jointly by Mr. Scannell and his wife.

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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