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Form 4 March 12, 2		٩C							OME	3 APPRO	νΔι
FOR	UNITED	STATES		RITIES A			IGE CO	OMMISSIO	N OMB Number	: 320 Iani	35-0287 uary 31,
if no lo subject Section Form 4	nger to STATEN 16.	AENT OF	F CHAN	NGES IN SECUI	. OWN	ERSHIP O	Estimate burden h	Expires: Estimated average burden hours per response			
Form 5 obligati may co <i>See</i> Inst 1(b).	ons ntinue. Section 17(a) of the F	Public U		ding Co	mpany A	Act of 2	Act of 1934 1935 or Sect)			
(Print or Type	Responses)										
1. Name and FULLER 1		2. Issuer Name and Ticker or Trading Symbol GENESEE & WYOMING INC					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
			[GWR]					(Check an applicable)			
(Last) 66 FIELD	Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/08/2006					X Director 10% Owner X Officer (give title Other (specify below) below) Chairman of the Board and CEO				
		4. If Amendment, Date Original Filed(Month/Day/Year)				Ĺ	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
GREENW	ICH, CT 06830						-	Form filed b Person	y More than One	Reporting	
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	e Securitio	ies Acqu	ired, Disposed	l of, or Benefi	cially Ow	ned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Da	Date, if	3. Transactio Code (Instr. 8)	4. Securi nAcquirec Disposec (Instr. 3,	l (A) or l of (D)	Sec Ber Ow Fol Rej Tra	Amount of curities neficially /ned llowing ported unsaction(s) str. 3 and 4)	6. Ownership Form: Direct (D) or Indire (I) (Instr. 4)	Indire	ct icial rship
Reminder: Re	eport on a separate line	e for each cla	ass of sec	Code V urities bene	ficially ow Perso infor requi	oned directons who mation c red to re	ctly or in respor containe espond		m are not orm	SEC 14' (9-0	
					numł	-	arrentry		ontrol		

 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 Exercisable and	7. Title and Amount of	8. P
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Date	Underlying Securities	Der
Security	or Exercise		any	Code	of	(Month/Day/Year)	(Instr. 3 and 4)	Sec

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Secu	osed)) r. 3,					(Ins
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Contract to Sell (1)	\$ 0 <u>(2)</u>	03/08/2007		J <u>(1)</u>			1	03/08/2007	03/08/2007	Class A Common Stock, \$.01 par value	337,500 (2) (3)	
Contract to Sell (1)	\$ 0 <u>(2)</u>	03/08/2007		J <u>(1)</u>		1		06/13/2008	06/13/2008	Class A Common Stock, \$.01 par value	337,500 (2) (3)	

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
FULLER MORTIMER B III 66 FIELD POINT ROAD GREENWICH, CT 06830	Х		Chairman of the Board and CEO					
Signatures								

Allison M. Fergus, Attorney-in-Fact for Mortimer B. Fuller

<u>**</u>Signature of Reporting Person

Date

03/12/2007

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).

On March 8, 2007, Mr. Fuller amended and extended the previously reported Variable Prepaid Forward contract he entered into with with Credit Suisse First Boston Capital LLC on March 8, 2004 relating to 337,500 shares of Genesee & Wyoming, Inc. ("GWI") Common

(1) Stock (originally 150,000 shares of GWI Common Stock, adjusted for subsequent stock splits), which contract was originally scheduled to expire on March 8, 2007. The amended contract extended the term of the contract to June 13, 2008 and reset the Cap Price and Floor Price per share. Mr. Fuller received net proceeds of \$339,053 in connection with the amended transation.

Under the terms of the amended contract, Mr. Fuller has agreed to deliver shares of Class B Common Stock (which are immediately convertible 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 (or on an earlier date if the contract is terminated early) as follows: (i) if the Final Price is less than or equal to the Floor Price

(2) (\$25.1561 per share), 337,500 shares; (ii) if the Final Price is less than or equal to the Cap Price (\$31.4451 per share), but greater than the Floor Price, then a number of shares equal to 337,500 times the Floor Price divided by the Final Price; (iii) if the Final Price is greater than the Cap Price, then a number of shares equal to 337,500 shares multiplied by a fraction, the numerator of which is the sum of the Floor Price and the difference between the Final Price and the Cap Price, and the denominator of which is the Final Price.

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(3) In connection with the amended contract, Mr. Fuller has pledged 337,500 shares of Class B common stock to secure his obligation under the contract. Under the contract, in lieu of delivery of shares, Mr. Fuller may, at his option, settle the contract by delivery of cash.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.