

GENESEE & WYOMING INC  
 Form 4  
 November 13, 2008

**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)  
**66 FIELD POINT ROAD**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**11/11/2008**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Exec.Chmn. & Chrmn.of the Bd.

**GREENWICH, CT 06830**

(City) (State) (Zip)

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

**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 Beneficial Ownership (Instr. 4)
Class A Common Stock, \$.01 par value				(A)	9,589.5	I (1)	By Wife (1)
Class B Common Stock, \$.01 par value				(A)	2,727,667.5	D	
Class A Common	11/11/2008		S(2)	100	D \$ 32.58	295,497	D

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Stock, \$.01 par value							
Class A Common Stock, \$.01 par value	11/11/2008	<u>S<sup>(2)</sup></u>	300	D	\$ 32.6	295,197	D
Class A Common Stock, \$.01 par value	11/11/2008	<u>S<sup>(2)</sup></u>	1,200	D	\$ 32.63	293,997	D
Class A Common Stock, \$.01 par value	11/11/2008	<u>S<sup>(2)</sup></u>	2,800	D	\$ 32.64	291,197	D
Class A Common Stock, \$.01 par value	11/11/2008	<u>S<sup>(2)</sup></u>	300	D	\$ 32.65	290,897	D
Class A Common Stock, \$.01 par value	11/11/2008	<u>S<sup>(2)</sup></u>	300	D	\$ 32.66	290,597	D
Class A Common Stock, \$.01 par value	11/11/2008	<u>S<sup>(2)</sup></u>	700	D	\$ 32.67	289,897	D
Class A Common Stock, \$.01 par value	11/11/2008	<u>S<sup>(2)</sup></u>	100	D	\$ 32.685	289,797	D
Class A Common Stock, \$.01 par value	11/11/2008	<u>S<sup>(2)</sup></u>	100	D	\$ 32.6875	289,697	D
Class A Common Stock,	11/11/2008	<u>S<sup>(2)</sup></u>	200	D	\$ 32.69	289,497	D

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Class A Common Stock, \$.01 par value	11/11/2008	<u>S(2)</u>	600	D	\$ 32.7	288,897	D
Class A Common Stock, \$.01 par value	11/11/2008	<u>S(2)</u>	900	D	\$ 32.71	287,997	D
Class A Common Stock, \$.01 par value	11/11/2008	<u>S(2)</u>	300	D	\$ 32.73	287,697	D
Class A Common Stock, \$.01 par value	11/11/2008	<u>S(2)</u>	200	D	\$ 32.75	287,497	D
Class A Common Stock, \$.01 par value	11/11/2008	<u>S(2)</u>	100	D	\$ 32.76	287,397	D
Class A Common Stock, \$.01 par value	11/11/2008	<u>S(2)</u>	200	D	\$ 32.77	287,197	D
Class A Common Stock, \$.01 par value	11/11/2008	<u>S(2)</u>	600	D	\$ 32.78	286,597	D
Class A Common Stock, \$.01 par value	11/11/2008	<u>S(2)</u>	700	D	\$ 32.8	285,897	D
Class A Common Stock, \$.01 par	11/11/2008	<u>S(2)</u>	200	D	\$ 32.83	285,697	D

value

Class A Common Stock, \$.01 par value	11/11/2008	<u>S(2)</u>	200	D	\$ 32.85	285,497	D
Class A Common Stock, \$.01 par value	11/11/2008	<u>S(2)</u>	1,000	D	\$ 32.89	284,497	D
Class A Common Stock, \$.01 par value	11/11/2008	<u>S(2)</u>	1,800	D	\$ 32.9	282,697	D
Class A Common Stock, \$.01 par value	11/11/2008	<u>S(2)</u>	100	D	\$ 32.905	282,597	D
Class A Common Stock, \$.01 par value	11/11/2008	<u>S(2)</u>	593	D	\$ 32.91	282,004	D
Class A Common Stock, \$.01 par value	11/11/2008	<u>S(2)</u>	6,009	D	\$ 32.92	275,995	D
Class A Common Stock, \$.01 par value	11/11/2008	<u>S(2)</u>	600	D	\$ 32.93	275,395	D

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

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

