Edgar Filing: GENESEE & WYOMING INC - Form 4

GENESEE & Form 4 April 04, 200	& WYOMING	INC									
FORM	ΠД								OMB AF	PROVAL	
	UNITE	D STATES			AND EX(, D.C. 202		NGE C	OMMISSION	OMB Number:	3235-0287	
Check th	aor.								Expires:	January 31,	
if no longer subject to Section 16. Section 16.				NGES IN BENEFICIAL OWNERSHIP O SECURITIES				NERSHIP OF	Estimated average burden hours per		
	Form 4 or								response	0.5	
Form 5 obligatio							•	e Act of 1934,			
may con See Instr 1(b).	tinue. Section 1			•	ding Com Compan	· ·		1935 or Sectior 0	1		
(Print or Type]	Responses)										
SCUDDER MARK A Symbol			er Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer				
							(Check all applicable)				
(Last)	(First)	(Middle)	(Month/D	-	ransaction			X Director Officer (give t below)		Owner r (specify	
66 FIELD POINT ROAD 03/31/20				005				octow)			
			endment, Date Original nth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
GREENWI	CH, CT 06830							Form filed by M Person			
(City)	(State)	(Zip)	Tabl	e I - Non-I	Derivative	Securi	ities Acqu	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	Security (Month/Day/Year) Execution Date, if		3. 4. Securities Acquired Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			l of (D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Class A				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock \$.01 par value	03/31/2005			А	443.23 (1)	А	\$ 26.51	5,072.16 <u>(2)</u>	D		

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.

 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)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Add	ress	Relationships						
	Director	10% Owner	Officer Other					
SCUDDER MARK A 66 FIELD POINT ROAD GREENWICH, CT 06830	Х							
Signatures								
Mark A. Scudder	04/04/2005							

<u>**</u>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 Company

- 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) Includes: (1) the 400.93 shares of deferred stock units previously granted pursuant to the Company's Omnibus Plan, (2) 4228 shares of Class A Common Stock and (3) 443.23 shares of deferred stock units being reported.

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.