#### HELLMANN JOHN C

Form 4

value

December 30, 2004

<b>FORM</b>	ПЛ								OMB AF	PPROVAL	
	Washington, D.C. 20549							OMMISSION	OMB Number:	3235-0287	
Check the if no lon subject to Section 1 Form 4 of Form 5 obligation may con See Instruction 1(b).	ger of STATEM 16. or Filed pur Section 17(	suant to S a) of the I	Section 1 Public U	SECU:	RITIES he Securit	ies Ex	xchange Act of	Act of 1934, 1935 or Section	Expires: Estimated a burden hou response		
(Print or Type	Responses)										
1. Name and Address of Reporting Person * HELLMANN JOHN C			2. Issuer Name and Ticker or Trading Symbol GENESEE & WYOMING INC [GWR]					5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)  C/O GENE INC., 66 FI	3. Date of Earliest Transaction (Month/Day/Year) 12/30/2004					Director 10% Owner Sofficer (give title Other (specify below) Chief Financial Officer					
GREENWI	(Street) CH, CT 06830			endment, I onth/Day/Ye	Oate Origina ar)	1		6. Individual or Joi Applicable Line) _X_ Form filed by O Form filed by M Person	ne Reporting Pe	rson	
(City)	(State)	(Zip)	Tab	le I - Non-	<b>Derivative</b>	Securi		ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)		Transaction Date 2A. Deemed  Month/Day/Year) Execution Date, if any (Month/Day/Year)			Code (Instr. 3, 4 and 5) r) (Instr. 8)  (A) or				6. 7. Nature Ownership Indirect Form: Beneficia Direct (D) Ownershi or Indirect (I) (Instr. 4)		
Class A Common Stock, \$.01 par value	12/30/2004			M	25,313	(D)	Price \$ 4.4445	35,525	D		
Class B Common Stock,								1,248 (1)	D		

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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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exerci Expiration Dat (Month/Day/Y	te	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 4.4445	12/30/2004		M		25,313	04/14/2004	04/13/2005	Class A Common Stock, \$.01 par value	25,313 (2)
Stock Option (Right to Buy)	\$ 7.0555						(3)	04/05/2006	Class A Common Stock, \$.01 par value	42,188 (3)
Stock Option (Right to Buy)	\$ 14.2333						<u>(4)</u>	05/22/2007	Class A Common Stock, \$.01 par value	37,501 (4)
Stock Option (Right to Buy)	\$ 14.94						<u>(5)</u>	07/30/2008	Class A Common Stock, \$.01 par value	45,000 (5)
Stock Option (Right to Buy)	\$ 23.45						<u>(6)</u>	05/11/2009	Class A Common Stock, \$.01 par value	37,500 ( <u>6)</u>

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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

Chief Financial Officer

## **Signatures**

John C.

Hellmann 12/30/2004

\*\*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).
- The Class B Common Stock is not registered pursuant to Section 12 of the Act. However, each share of Class B Common Stock is freely convertible into one share of Class A Common Stock.
- (2) This option was previously reported by Mr. Hellmann.
- (3) This option was previously reported by Mr. Hellmann. Mr. Hellmann can exercise the option as follows: 10,545 shares on 4/6/02, 10,548 shares on 4/6/03, 10,547 shares on 4/6/04 and 10,548 shares on 4/6/05.
- (4) This option was previously reported by Mr. Hellmann. Mr. Hellmann can exercise the option as follows: 9,375 shares on 5/23/03, 9,375 shares on 5/23/04, 9,375 shares on 5/23/05 and 9,376 shares on 5/23/06.
- (5) This option was previously reported by Mr. Hellmann. Mr. Hellmann can exercise the option as follows: 11,250 shares on 7/31/04, 11,250 shares on 7/31/05, 11,250 shares on 7/31/06 and 11,250 shares on 7/31/07.
- (6) This option was previously reported by Mr. Hellmann. Mr. Hellmann can exercise the option as follows: 12,500 shares on 5/12/05, 12,500 shares on 5/12/06 and 12,500 shares on 5/12/07.

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.

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