Fergus Allison M Form 4 June 01, 2010

FORM 4

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

SECURITIES

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

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(b).

(Last)

Common

Stock, \$0.1 par value

1. Name and Address of Reporting Person *

Fergus Allison M

(First)

66 FIELD POINT ROAD

GREENWICH, CT 06830

(Street)

05/30/2010

(Middle)

05/27/2010

Filed(Month/Day/Year)

2. Issuer Name and Ticker or Trading

Symbol

GENESEE & WYOMING INC [GWR]

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

4. If Amendment, Date Original

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

Director 10% Owner _X__ Officer (give title _ Other (specify

below) General Counsel and Secretary

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

D

Person

9,634

(City)	(State) (Zip) Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	Fransaction(A) or Disposed of (D) Code (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)	
			Code V	Amount	(D)	Price	(Ilisti. 5 alid 4)		
Class A Common Stock, \$0.1 par value	05/27/2010		F	211 (1)	D	\$ 36.29	8,400	D	
Class A Common Stock, \$0.1 par value	05/28/2010		A	1,459 (2)	A	\$ 0	9,859	D	
Class A									

225 (1) D

F

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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.

SEC 1474 (9-02)

8. l De Sec (In

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 Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exer Expiration D (Month/Day)	ate	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)	\$ 35.99	05/28/2010		A	2,250	(3)	05/27/2015	Class A Common Stock, \$.01 par value	2,250

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Fergus Allison M 66 FIELD POINT ROAD GREENWICH, CT 06830

General Counsel and Secretary

Signatures

Allison M. Fergus 06/01/2010

**Signature of Date Reporting Person

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) These shares were surrendered to Genesee & Wyoming Inc. for the payment of taxes in connection with the vesting of a previously granted restricted stock award.
- (2) This restricted stock award was granted under the Genesee & Wyoming Inc. Amended and Restated 2004 Omnibus Incentive Plan and will vest in three equal annual installments, beginning February 26, 2011.

Reporting Owners 2

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(3) This option award was granted under the Genesee & Wyoming Inc. Amended and Restated 2004 Omnibus Incentive Plan and will vest in three equal annual installments, beginning February 26, 2011.

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.