HURLEY DAVID C

Form 4

October 04, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

OMB APPROVAL

Number:

3235-0287

Expires:

January 31, 2005

0.5

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Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person *

HURLEY DAVID C

2. Issuer Name and Ticker or Trading

Symbol

GENESEE & WYOMING INC

[GWR]

3. Date of Earliest Transaction

(Month/Day/Year) 09/30/2011

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

10% Owner Other (specify

C/O GENESEE & WYOMING

INC., 66 FIELD POINT ROAD

(State)

(First)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

_X__ Director

Officer (give title

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

D

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

GREENWICH, CT 06830

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities A		
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Dispose			
(Instr. 3)		any	Code	(Instr. 3, 4 and		
		(Month/Day/Year)	(Instr. 8)			

(Zip)

(Middle)

Acquired sed of (D) d 5)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) Code V Amount (D)

Transaction(s) (Instr. 3 and 4)

Class A Common

value

Stock, 09/30/2011 \$0.01 par

274 (1) A 20,434

Price

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)

1. Title o	of 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	and	8. Price of	9. Nu
Derivativ	ve Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amoun	it of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date Exercisable	Expiration Date	Title Nu			
									Number		
				C + V	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

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

X

Signatures

Allison M. Fergus, Attorney-in-Fact for David C. Hurley

10/04/2011

**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 Second Amended and Restated 2004 Omnibus Incentive Plan ("Omnibus Plan") of Genesee & Wyoming Inc. (the

(1) "Company"). The deferred stock units are converted into shares of the Company's 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 Company's Board of Directors terminates or upon another date or dates designated by the director pursuant to the Omnibus Plan.

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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