Benz James W Form 4 March 02, 2012

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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 *

Benz James W

02/29/2012

02/29/2012

03/02/2012

66 FIELD POINT ROAD

Class A Common

Stock, \$.01 par value Class A Common

Stock, \$.01 par value Class A Common

Stock, \$.01

par value

2. Issuer Name and Ticker or Trading

Symbol

GENESEE & WYOMING INC [GWR]

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

5. Relationship of Reporting Person(s) to

Indirect (I)

(Instr. 4)

D

D

(Instr. 4)

Issuer

Following

Reported

Transaction(s)

(Instr. 3 and 4)

50,814 (1)

55,436 (1)

0.5

(Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Other (specify X_ Officer (give title (Month/Day/Year) below) below) 02/29/2012 Chief Operating Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting GREENWICH, CT 06830 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) Owned (Instr. 8) (D) or Ownership

(A)

or

(D)

Price

Amount

119

4,622

Α

A

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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. Transactic Code (Instr. 8)	5. Number coof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	e Expiration I (Month/Day	6. Date Exercisable and Expiration Date (Month/Day/Year)		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)	\$ 28.92	02/29/2012		M	119	<u>(5)</u>	05/28/2014	Class A Common Stock, \$.01 par value	119	
Stock Option (Right to Buy)	\$ 20.89	02/29/2012		M	4,622	(5)	02/26/2014	Class A Common Stock, \$.01 par value	4,622	

Reporting Owners

Reporting Owner Name / Address	elationships
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Director 10% Owner Officer Other

Benz James W

66 FIELD POINT ROAD Chief Operating Officer

GREENWICH, CT 06830

Signatures

Allison M. Fergus, Attorney in Fact for James W.
Benz

**Signature of Reporting Person Date

Reporting Owners 2

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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) 30,850 shares are held in a joint account with spouse.
- (2) The Reporting Person undertakes to provide upon request by the Securities and Exchange Commission staff, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.
- (3) Represents the weighted average sales price increments ranging from \$59.33 to \$59.45.
- (4) 20,850 shares are held in a joint account with spouse.
- (5) This option award was granted under the Genesee & Wyoming Inc. Second Amended and Restated 2004 Omnibus Incentive Plan and vested in three equal installments beginning February 27, 2010.

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.