

FULLER MORTIMER B III  
Form 4  
November 28, 2012

**FORM 4**

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

OMB APPROVAL

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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 \*  
FULLER MORTIMER B III

2. Issuer Name and Ticker or Trading Symbol  
GENESEE & WYOMING INC  
[GWR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
66 FIELD POINT ROAD  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
11/26/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)

GREENWICH, CT 06830

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (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 Ownership (Instr. 4)
				Code	V	Amount			
Class A Common Stock, \$0.01 par value	11/26/2012		M	22	A	\$ 42.99	17,266	D	
Class A Common Stock, \$0.01 par value	11/26/2012		M	583	A	\$ 31.82	17,849	D	
Class A Common Stock	11/26/2012		M	5,069	A	\$ 31.38	22,918	D	

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Stock, \$0.01 par value							
Class A Common Stock, \$0.01 par value	11/26/2012	S	5,674	D	\$ 73.26 <u>(1) (2)</u>	17,244	D
Class A Common Stock, \$0.01 par value	11/27/2012	M	36	A	\$ 42.99	17,280	D
Class A Common Stock, \$0.01 par value	11/27/2012	M	30,075	A	\$ 39.08	47,355	D
Class A Common Stock, \$0.01 par value	11/27/2012	M	3,980	A	\$ 22.98	51,335	D
Class A Common Stock, \$0.01 par value	11/27/2012	M	3,978	A	\$ 20.89	55,313	D
Class A Common Stock, \$0.01 par value	11/27/2012	M	4,949	A	\$ 28.92	60,262	D
Class A Common Stock, \$0.01 par value	11/27/2012	M	5,182	A	\$ 31.12	65,444	D
Class A Common Stock, \$0.01 par value	11/27/2012	S	17,124	<u>D</u> <u>(1)</u> <u>(3)</u>	\$ 72.63	48,320	D
Class A Common Stock,	11/27/2012	S	30,576	D	\$ 73.25 <u>(1) (4)</u>	17,744	D

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\$0.01 par value									
Class A Common Stock, \$0.01 par value	11/27/2012	S	500	D	\$ 74.31 <u>(1) (5)</u>	17,244	D		
Class A Common Stock, \$0.01 par value	11/28/2012	M	2,500	A	\$ 42.99	19,744	D		
Class A Common Stock, \$0.01 par value	11/28/2012	S	2,500	D	\$ 72.2 <u>(1) (6)</u>	17,244	D		
Class A Common Stock, \$0.01 par value						5,955.5	I <sup>(7)</sup>	By wife <sup>(7)</sup>	
Class B Common Stock, \$0.01 par value						1,124,863 <sup>(8)</sup>	D		
Class B Common Stock, \$0.01 par value						5,748 <sup>(8)</sup>	I <sup>(7)</sup>	By wife <sup>(7)</sup>	
Class B Common Stock, \$0.01 par value						98,675 <sup>(8)</sup>	I <sup>(9)</sup>	By Grantor Retained Annuity Trust <sup>(9)</sup>	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 42.99	11/26/2012		M	22	<u>(10)</u> 05/26/2013	Class A Common Stock, \$0.01 par value	22
Stock Option (Right to Buy)	\$ 31.82	11/26/2012		M	583	<u>(11)</u> 05/28/2014	Class A Common Stock, \$0.01 par value	583
Stock Option (Right to Buy)	\$ 31.38	11/26/2012		M	5,069	<u>(12)</u> 08/30/2014	Class A Common Stock, \$0.01 par value	5,069
Stock Option (Right to Buy)	\$ 42.99	11/27/2012		M	36	<u>(13)</u> 05/26/2013	Class A Common Stock, \$0.01 par value	36
Stock Option (Right to Buy)	\$ 39.08	11/27/2012		M	30,075	<u>(14)</u> 05/26/2013	Class A Common Stock, \$0.01 par value	30,075
Stock Option (Right to Buy)	\$ 22.98	11/27/2012		M	3,980	<u>(15)</u> 02/26/2014	Class A Common Stock, \$0.01 par value	3,980
Stock Option (Right to Buy)	\$ 20.89	11/27/2012		M	3,978	<u>(16)</u> 02/26/2014	Class A Common Stock, \$0.01 par value	3,978
	\$ 28.92	11/27/2012		M	4,949	<u>(17)</u> 05/28/2014		4,949

Stock Option (Right to Buy								Class A Common Stock, \$0.01 par value	
Stock Option (Right to Buy	\$ 31.12	11/27/2012	M	5,182	<u>(18)</u>	11/29/2014		Class A Common Stock, \$0.01 par value	5,182
Stock Option (Right to Buy	\$ 42.99	11/28/2012	M	2,500	<u>(19)</u>	05/26/2013		Class A Common Stock, \$0.01 par value	2,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FULLER MORTIMER B III 66 FIELD POINT ROAD GREENWICH, CT 06830		X		

## Signatures

Allison M. Fergus, Attorney-in-Fact for Mortimer B.  
Fuller III

11/28/2012

\_\_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 Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a 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.
- (1) holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.
  - (2) Represents the weighted average sales price for the price increments ranging from \$73.08 to \$73.48.
  - (3) Represents the weighted average sales price for the price increments ranging from \$71.97 to \$72.96.
  - (4) Represents the weighted average sales price for the price increments ranging from \$72.97 to \$73.95.
  - (5) Represents the weighted average sales price for the price increments ranging from \$74.01 to \$74.50.
  - (6) Represents the weighted average sales price for the price increments ranging from \$71.74 to \$72.60.
  - (7) These shares are held by Mr. Fuller's wife. Mr. Fuller disclaims beneficial ownership of these shares.
  - (8) This 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.
  - (9) These shares are held in a Grantor Retained Annuity Trust, of which Mr. Fuller is the trustee.
  - (10)

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This option award was granted under the Genesee & Wyoming Inc. Second Amended and Restated 2004 Omnibus Incentive Plan and vested on May 27, 2011.

- (11) This option award was granted under the Genesee & Wyoming Inc. Second Amended and Restated 2004 Omnibus Incentive Plan and vested on February 27, 2012.
- (12) 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.
- (13) This option award was granted under the Genesee & Wyoming Inc. Second Amended and Restated 2004 Omnibus Incentive Plan and vested on May 27, 2011.
- (14) 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 May 27, 2009.
- (15) This option award was granted under the Genesee & Wyoming Inc. Second Amended and Restated 2004 Omnibus Incentive Plan and vested in two installments beginning February 27, 2011.
- (16) This option award was granted under the Genesee & Wyoming Inc. Second Amended and Restated 2004 Omnibus Incentive Plan and vested in two installments beginning February 27, 2010.
- (17) 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.
- (18) 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.
- (19) This option award was granted under the Genesee & Wyoming Inc. Second Amended and Restated 2004 Omnibus Incentive Plan and vested on May 27, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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