Edgar Filing: GENESEE & WYOMING INC - Form 4

GENESEE & W Form 4 January 03, 2007		C	Ū								
	1								OMB AF	PROVAL	
				RITIES AND EXCHANGE COM shington, D.C. 20549				OMMISSION	OMB Number:	3235-0287	
Check this bo if no longer subject to Section 16. Form 4 or		TATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP (SECURITIES							Expires: January 31, 2005 Estimated average burden hours per response 0.5		
Form 5 obligations may continue. See Instruction 1(b). 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 Respo	onses)										
HURLEY DAVID C Symbol			or Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer				
[GWF								(Check all applicable)			
(Last)(First)(Middle)3. Date of (Month/D)C/O GENESEE & WYOMING INC., 66 FIELD POINT ROAD12/29/20			-				X_ Director 10% Owner Officer (give title Other (specify below) below)				
GREENWICH,	Filed(Mor				te Original			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
								Person			
(City)	(State)	(Zip)	Tabl	e I - Non-D	Derivative S	Securi	ties Acqu	uired, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)		Date, if	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Class A				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common	/29/2006			А	374.95 (1)	A	\$ 26.67	6,503.17	D		

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 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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	le and unt of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
HURLEY DAVID C C/O GENESEE & WYOMING INC. 66 FIELD POINT ROAD GREENWICH, CT 06830	Х						
Signatures							
Allison M. Fergus, Attorney in Fact fo Hurley	01/03/2007						
<u>**</u> 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 Company's 2004 Omnibus Incentive Plan ("Omnibus Plan"). The deferred stock units are converted into shares of the

(1) 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 Board 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.