#### GENESEE & WYOMING INC

Form 4

Common

November 13, 2008

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FORM	14 UNITED	STATES	SECUI	RITIES A	AND EX	ксн	ANGE C	OMMISSION	OMB AF	PPROVAL
Check tl		2111120		shington				0112112200201	Number:	3235-0287
if no lon	iger STATE	MENT OI	T CHAN	IGES IN	BENE	FICL	AL OWN	NERSHIP OF	Expires:	January 31, 2005
subject t Section Form 4	16.	.,12,,1			RITIES	Estimated average burden hours per response 0.4				
Form 5 obligation may con See Instruction 1(b).	ons Section 17	(a) of the l	Public U	tility Ho	lding Co	mpar	_	e Act of 1934, 1935 or Section 0	1	
(Print or Type	Responses)									
	Address of Reporting MORTIMER B II		Symbol	er Name <b>an</b> SEE & W				5. Relationship of Issuer	Reporting Pers	son(s) to
			[GWR]		1 OMIN	NG IIV	NC .	(Check	all applicable	)
(Last)	(First) POINT ROAD	(Middle)		of Earliest T Day/Year)	ransaction	n		_X_ Director _X_ Officer (give below)	titleOthe	Owner er (specify
00 TILLD						1			& Chrmn.of t	
GREENWI	(Street)			endment, D	_	ıaı		6. Individual or Joi Applicable Line) _X_ Form filed by O Form filed by M Person	ne Reporting Pe	rson
(City)	(State)	(Zip)	Tab	le I - Non-	Derivativ	e Secu	ırities Acqı	iired, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transactic Code (Instr. 8)		sed 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)
C1 A				Code V	Amount		Price	(Instr. 3 and 4)		
Class A Common Stock, \$.01 par value								9,589.5	I (1)	By Wife
Class B Common Stock, \$.01 par value								2,727,667.5	D	
Class A	11/11/2008			S(2)	100	D	\$ 32.58	295,497	D	

Stock, \$.01 par value							
Class A Common Stock, \$.01 par value	11/11/2008	S <u>(2)</u>	300	D	\$ 32.6	295,197	D
Class A Common Stock, \$.01 par value	11/11/2008	S(2)	1,200	D	\$ 32.63	293,997	D
Class A Common Stock, \$.01 par value	11/11/2008	S(2)	2,800	D	\$ 32.64	291,197	D
Class A Common Stock, \$.01 par value	11/11/2008	S(2)	300	D	\$ 32.65	290,897	D
Class A Common Stock, \$.01 par value	11/11/2008	S(2)	300	D	\$ 32.66	290,597	D
Class A Common Stock, \$.01 par value	11/11/2008	S(2)	700	D	\$ 32.67	289,897	D
Class A Common Stock, \$.01 par value	11/11/2008	S(2)	100	D	\$ 32.685	289,797	D
Class A Common Stock, \$.01 par value	11/11/2008	S(2)	100	D	\$ 32.6875	289,697	D
Class A Common Stock,	11/11/2008	S(2)	200	D	\$ 32.69	289,497	D

\$.01 par value							
Class A Common Stock, \$.01 par value	11/11/2008	S(2)	600	D	\$ 32.7	288,897	D
Class A Common Stock, \$.01 par value	11/11/2008	S(2)	900	D	\$ 32.71	287,997	D
Class A Common Stock, \$.01 par value	11/11/2008	S(2)	300	D	\$ 32.73	287,697	D
Class A Common Stock, \$.01 par value	11/11/2008	S <u>(2)</u>	200	D	\$ 32.75	287,497	D
Class A Common Stock, \$.01 par value	11/11/2008	S <u>(2)</u>	100	D	\$ 32.76	287,397	D
Class A Common Stock, \$.01 par value	11/11/2008	S <u>(2)</u>	200	D	\$ 32.77	287,197	D
Class A Common Stock, \$.01 par value	11/11/2008	S <u>(2)</u>	600	D	\$ 32.78	286,597	D
Class A Common Stock, \$.01 par value	11/11/2008	S <u>(2)</u>	700	D	\$ 32.8	285,897	D
Class A Common Stock, \$.01 par	11/11/2008	S(2)	200	D	\$ 32.83	285,697	D

value							
Class A Common Stock, \$.01 par value	11/11/2008	S(2)	200	D	\$ 32.85	285,497	D
Class A Common Stock, \$.01 par value	11/11/2008	S(2)	1,000	D	\$ 32.89	284,497	D
Class A Common Stock, \$.01 par value	11/11/2008	S(2)	1,800	D	\$ 32.9	282,697	D
Class A Common Stock, \$.01 par value	11/11/2008	S(2)	100	D	\$ 32.905	282,597	D
Class A Common Stock, \$.01 par value	11/11/2008	S(2)	593	D	\$ 32.91	282,004	D
Class A Common Stock, \$.01 par value	11/11/2008	S(2)	6,009	D	\$ 32.92	275,995	D
Class A Common Stock, \$.01 par value	11/11/2008	S(2)	600	D	\$ 32.93	275,395	D

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.

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

SEC 1474

(9-02)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transactio	5. orNumber	6. Date Exercisal Expiration Date		7. Title and Amount of	8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(Month Day/ Teal)	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Yea	ar)	Underlying Securities (Instr. 3 and 4)	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Ex Exercisable Da	•	Title Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
FULLER MORTIMER B III 66 FIELD POINT ROAD GREENWICH, CT 06830	X		Exec.Chmn. & Chrmn.of the Bd.				

### **Signatures**

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

11/13/2008

\*\*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).
- (1) These shares are held by Mr. Fuller's wife. Mr. Fuller disclaims beneficial ownership of these shares.
- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 5, 2008.

#### **Remarks:**

Form #1 of 10 forms reporting 11/11/2008 and 11/12/2008 transactions.

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.

Reporting Owners 5