#### FULLER MORTIMER B III

Form 4

\$.01 par value

Class A

Common

11/14/2008

November 17, 2008

#### **OMB APPROVAL** UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 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). (Print or Type Responses) 1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading FULLER MORTIMER B III Issuer Symbol **GENESEE & WYOMING INC** (Check all applicable) [GWR] \_X\_ Director (Last) (First) (Middle) 3. Date of Earliest Transaction 10% Owner X\_ Officer (give title Other (specify (Month/Day/Year) below) below) 66 FIELD POINT ROAD 11/13/2008 Exec.Chmn. & Chrmn.of the Bd. (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 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) Owned Direct (D) Ownership (Instr. 8) Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount (D) Price Class A Common Stock, $S^{(1)}$ 100 D 11/14/2008 D \$ 30.79 163,797 \$.01 par value Class A Common $S^{(1)}$ Stock, 11/14/2008 100 \$ 30.78 163,697 D

 $S^{(1)}$ 

800

D

\$ 30.75

162,897

D

Stock, \$.01 par value							
Class A Common Stock, \$.01 par value	11/14/2008	S <u>(1)</u>	107	D	\$ 30.74	162,790	D
Class A Common Stock, \$.01 par value	11/14/2008	S <u>(1)</u>	100	D	\$ 30.72	162,690	D
Class A Common Stock, \$.01 par value	11/14/2008	S <u>(1)</u>	100	D	\$ 30.6975	162,590	D
Class A Common Stock, \$.01 par value	11/14/2008	S(1)	100	D	\$ 30.675	162,490	D
Class A Common Stock, \$.01 par value	11/14/2008	S(1)	100	D	\$ 30.67	162,390	D
Class A Common Stock, \$.01 par value	11/14/2008	S(1)	100	D	\$ 30.6525	162,290	D
Class A Common Stock, \$.01 par value	11/14/2008	S(1)	100	D	\$ 30.63	162,190	D
Class A Common Stock, \$.01 par value	11/14/2008	S(1)	100	D	\$ 30.62	162,090	D
Class A Common Stock,	11/14/2008	S <u>(1)</u>	100	D	\$ 30.6	161,990	D

\$.01 par value							
Class A Common Stock, \$.01 par value	11/14/2008	S <u>(1)</u>	293	D	\$ 30.59	161,697	D
Class A Common Stock, \$.01 par value	11/14/2008	S <u>(1)</u>	100	D	\$ 30.5825	161,597	D
Class A Common Stock, \$.01 par value	11/14/2008	S <u>(1)</u>	200	D	\$ 30.57	161,397	D
Class A Common Stock, \$.01 par value	11/14/2008	S <u>(1)</u>	100	D	\$ 30.555	161,297	D
Class A Common Stock, \$.01 par value	11/14/2008	S <u>(1)</u>	200	D	\$ 30.55	161,097	D
Class A Common Stock, \$.01 par value	11/14/2008	S <u>(1)</u>	100	D	\$ 30.5425	160,997	D
Class A Common Stock, \$.01 par value	11/14/2008	S <u>(1)</u>	300	D	\$ 30.54	160,697	D
Class A Common Stock, \$.01 par value	11/14/2008	S <u>(1)</u>	100	D	\$ 30.52	160,597	D
Class A Common Stock, \$.01 par	11/14/2008	S <u>(1)</u>	100	D	\$ 30.51	160,497	D

11/14/2008	S <u>(1)</u>	100	D	\$ 30.49	160,397	D
11/14/2008	S <u>(1)</u>	100	D	\$ 30.47	160,297	D
11/14/2008	S <u>(1)</u>	100	D	\$ 30.46	160,197	D
11/14/2008	S <u>(1)</u>	300	D	\$ 30.45	159,897	D
11/14/2008	S <u>(1)</u>	200	D	\$ 30.44	159,697	D
11/14/2008	S <u>(1)</u>	200	D	\$ 30.42	159,497	D
	11/14/2008 11/14/2008 11/14/2008	11/14/2008 S(1)  11/14/2008 S(1)  11/14/2008 S(1)  11/14/2008 S(1)	11/14/2008 S(1) 100  11/14/2008 S(1) 100  11/14/2008 S(1) 300  11/14/2008 S(1) 200	11/14/2008 S(1) 100 D  11/14/2008 S(1) 100 D  11/14/2008 S(1) 300 D  11/14/2008 S(1) 200 D	11/14/2008 S(1) 100 D \$ 30.47  11/14/2008 S(1) 100 D \$ 30.46  11/14/2008 S(1) 300 D \$ 30.45  11/14/2008 S(1) 200 D \$ 30.44	11/14/2008

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.

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	re	Securities	(Instr. 5)	Bene
	Derivative				Securities	S	(Instr. 3 and 4)		Own
	Security				Acquired				Follo
					(A) or				Repo

Disposed of (D) (Instr. 3, 4, and 5)

Code V (A) (D) Date Exercisable

Expiration Title Amount Date

or Number Trans

(Insti

of Shares

# **Reporting Owners**

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

## **Signatures**

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

11/17/2008

\*\*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).
- 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, (1) 2008.

#### **Remarks:**

Form #5 of 6 forms reporting 11/13/2008 and 11/14/2008 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.

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