#### GENESEE & WYOMING INC

Form 4

Class B

Common

December 11, 2008

<b>FORM</b>	ЛД								OMB AF	PROVAL	
	UNITED	STATES		RITIES A shington			GE CO	OMMISSION	OMB Number:	3235-028	
Check t if no loa	agar.								Expires:	January 31	
subject Section Form 4	to <b>STATE</b> N 16.	F CHANGES IN BENEFICIAL OWNE SECURITIES					ERSHIP OF	Estimated average burden hours per response 0			
Form 5 obligati may con See Inst	ons section 17(	(a) of the	Public U		ding Cor	npany .	Act of 1	Act of 1934, 1935 or Section	·		
(Print or Type	Responses)										
1. Name and Address of Reporting Person * FULLER MORTIMER B III								5. Relationship of Reporting Person(s) to Issuer			
			GENE [GWR]	SEE & W ]	YOMIN	G INC		(Check	all applicable	)	
(Last)	(First)	Middle)		of Earliest T Day/Year)	ransaction		-	X Director X Officer (give to below)		Owner r (specify	
66 FIELD	POINT ROAD		12/09/2	2008			,		& Chrmn.of tl	he Bd.	
	(Street)			endment, D	_	1		6. Individual or Joi	nt/Group Filin	g(Check	
GREENW	ICH, CT 06830		Filed(Mo	onth/Day/Yea	r)		-	Applicable Line) _X_ Form filed by On Form filed by Mo Person			
(City)	(State)	(Zip)	Tal	ole I - Non-l	Derivative	Securiti		ired, Disposed of,	or Beneficiall	v Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/D	ned Date, if	3. Transactio Code (Instr. 8)	4. Securiti	es Acqu ed of (D)	ired (A)	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 Indirect Beneficial Ownership (Instr. 4)	
Class A Common Stock, \$.01 par value								9,589.5	I (1)	By Wife	
Class B Common Stock, \$.01 par value								1,927,667.5 (2)	D		

By

Grantor

500,000 (2)

I (3)

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Stock, \$.01 par value								Retained Annuity Trust (3)
Class A Common Stock, \$.01 par value	12/09/2008	S(4)	17,300	D	\$ 31.4724 (5) (9)	160,797	D	
Class A Common Stock, \$.01 par value	12/09/2008	S(4)	14,600	D	\$ 32.5669 ( <u>6)</u> ( <u>9)</u>	146,197	D	
Class A Common Stock, \$.01 par value	12/09/2008	S(4)	100	D	\$ 33.07	146,097	D	
Class A Common Stock, \$.01 par value	12/09/2008	S(4)	2,300	D	\$ 31.8396 (7) (9)	143,797	D	
Class A Common Stock, \$.01 par value	12/09/2008	S(4)	20,100	D	\$ 32.4044 (8) (9)	123,697	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.

SEC 1474

(9-02)

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

<ol> <li>Title of</li> </ol>	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	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene
	Derivative				Securities	S	(Instr. 3 and 4)		Owne
	Security				Acquired				Follo
					(A) or				Repo
					Disposed				Trans
					of (D)				(Instr
					(Instr. 3,				·
					4, and 5)				

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Date Expiration Or Number Of Shares

## **Reporting Owners**

Reporting Owner Name / Address

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

12/11/2008

\*\*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.
- (2) This Class B Common Stock is not registered pursuant to Section 12 of the Act. However, each share of Class B Common Stock is convertible into one share of Class A Common Stock.
- (3) These shares were contributed on July 21, 2008 to a Grantor Retained Annuity Trust, of which Mr. Fuller is the trustee.
- 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.
- (5) Represents the weighted average sales price for price increments ranging from \$31.00 to \$31.99.
- (6) Represents the weighted average sales price for price increments ranging from \$32.00 to \$32.98.
- (7) Represents the weighted average sales price for price increments ranging from \$31.54 to \$31.95.
- (8) Represents the weighted average sales price for price increments ranging from \$32.00 to \$32,85.

The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security

(9) holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4

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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