

GENESEE & WYOMING INC  
Form 4  
December 11, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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)  
12/09/2008

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Exec.Chmn. & Chrmn.of the Bd.

GREENWICH, CT 06830

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

(City) (State) (Zip)

**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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock, \$.01 par value				(A) or (D)	Price		
			Code	V	Amount	(D)	Price
Class A Common Stock, \$.01 par value					9,589.5	I <sup>(1)</sup>	By Wife <sup>(1)</sup>
Class B Common Stock, \$.01 par value					1,927,667.5 <sup>(2)</sup>	D	
Class B Common					500,000 <sup>(2)</sup>	I <sup>(3)</sup>	By Grantor

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

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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. 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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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