

FULLER MORTIMER B III
Form 4
December 16, 2004

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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)

3. Date of Earliest Transaction (Month/Day/Year)
12/15/2004

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board and CEO

C/O GENESEE & WYOMING INC., 66 FIELD POINT ROAD

(Street)

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

GREENWICH, CT 06830

(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 Ownership (Instr. 4)
Class A Common Stock, \$.01 par value					29,171 ⁽¹⁾	D	
Class B Common Stock, \$.01 par value	12/15/2004		J	230,000 ⁽²⁾	A \$ 7.2593	1,652,841 ⁽²⁾	D
					6,393	I ⁽³⁾	

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Class A
Common
Stock,
\$.01 par
value

By Wife
(3)

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 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Third Party Stock Option (Right to Buy)	\$ 7.2593	12/15/2004		J	115,000 (2)	07/14/2000 06/29/2005	Class B Common Stock, \$0.01 par value 297,800 (2) (4)
Third Party Stock Option (Right to Buy)	\$ 7.2593	12/15/2004		J	115,000 (2)	07/18/2000 06/29/2005	Class B Common Stock, \$0.01 par value 297,800 (2) (4)
Stock Option (Right to Buy)	\$ 4.8889					04/14/2004 04/13/2005	Class A Common Stock, \$0.01 par value 10,724 (5)
Stock Option (Right to Buy)	\$ 7.7611					(6) 04/05/2006	Class A Common Stock, \$0.01 par value 21,587 (6)
Stock Option	\$ 7.0555					(7) 04/05/2006	Class A Common 15,698 (7)

(Right to Buy)					Stock, \$0.01 par value	
Stock Option (Right to Buy)	\$ 15.66	(8)	05/22/2007		Class A Common Stock, \$0.01 par value	7,026 (9)
Stock Option (Right to Buy)	\$ 14.2333	(9)	05/22/2007		Class A Common Stock, \$0.01 par value	56,724 (9)
Stock Option (Right to Buy)	\$ 14.94	(10)	07/30/2008		Class A Common Stock, \$0.01 par value	68,307 (10)
Stock Option (Right to Buy)	\$ 16.434	(11)	07/30/2008		Class A Common Stock, \$0.01 par value	6,693 (11)
Stock Option (Right to Buy)	\$ 23.45	(12)	05/11/2009		Class A Common Stock, \$0.01 par value	56,250 (12)
Contract to Sell (13)	\$ 0 (14)		03/08/2007	03/08/2007	Class A Common Stock, \$0.01 par value	225,000 (14) (15)
Contract to Sell (16)	\$ 0 (17)		12/03/2007	12/03/2007	Class A Common Stock, \$0.01 par value	225,000 (15) (17)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FULLER MORTIMER B III C/O GENESEE & WYOMING INC.	X		Chairman of the Board and	

66 FIELD POINT ROAD
GREENWICH, CT 06830

CEO

Signatures

Virginia M. Reeves, Attorney-in-fact for Mortimer B.
Fuller, III

12/16/2004

__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).

- This amount includes 7,725 restricted stock units granted under the Genesee & Wyoming Inc. 2004 Omnibus Incentive Plan. Each restricted stock unit represents the right to receive one share of Genesee & Wyoming Inc. Class A Common Stock. The restricted stock units vest pro rata with respect to one-third of the shares subject to the restricted stock unit award on the first, second and third anniversaries of the date of grant. As the restricted stock units vest, the corresponding number of shares of Class A Common Stock will be issued to Mr. Fuller.
- (1) The Class B Common Stock is not registered pursuant to Section 12 of the Act. However, each share of Class B Common Stock is freely convertible into one share of Class A Common Stock.
 - (2) These shares are held by Mr. Fuller's wife. Mr. Fuller disclaims beneficial ownership of these shares.
 - (3) This option, previously reported by Mr. Fuller, was granted to Mr. Fuller by a third party in a negotiated transaction. Mr. Fuller holds an irrevocable proxy to vote these shares.
 - (4) This option was previously reported by Mr. Fuller.
 - (5) This option was previously reported by Mr. Fuller. Mr. Fuller can exercise the option as follows: 7,419 shares on 4/6/04 and 14,168 shares on 4/6/05.
 - (6) This option was previously reported by Mr. Fuller. Mr. Fuller can exercise the option as follows: 15,697 shares on 4/6/02 (exercised on 11/20/03), 15,697 shares on 4/6/03 (exercised on 11/20/03), 15,697 shares on 4/6/04 (exercised on 6/1/04) and 15,698 shares on 4/6/05.
 - (7) This option was previously reported by Mr. Fuller. Mr. Fuller can exercise the option as follows: 2 shares on 5/23/05 and 7,024 shares on 5/23/06.
 - (8) This option was previously reported by Mr. Fuller. Mr. Fuller can exercise the option as follows: 15,938 shares on 5/23/03, 15,937 shares on 5/23/04, 15,936 shares on 5/23/05 and 8,913 shares on 5/23/06.
 - (9) This option was previously reported by Mr. Fuller. Mr. Fuller can exercise the option as follows: 17,076 shares on 7/31/04, 17,077 shares on 7/31/05, 17,077 shares on 7/31/06 and 17,077 shares on 7/31/07.
 - (10) This option was previously reported by Mr. Fuller. Mr. Fuller can exercise the option as follows: 6,693 shares on 7/31/07.
 - (11) This option was previously reported by Mr. Fuller. Mr. Fuller can exercise the option as follows: 18,750 shares on 5/12/05, 18,750 shares on 5/12/06 and 18,750 shares on 5/12/07.
 - (12) On March 8, 2004, Mr. Fuller entered into a Variable Prepaid Forward transaction with Credit Suisse First Boston Capital LLC relating to 225,000 shares of Class B Common Stock, which contract expires on 3/08/07, and for which Mr. Fuller received net proceeds of \$4,707,937.

Under the terms of the contract, Mr. Fuller has agreed to deliver shares of Class B Common Stock (which are immediately convertible into shares of Class A Common Stock on a one-for-one basis) or shares of Class A Common Stock on the expiration date of the contract (or on an earlier date if the contract is terminated early) as follows: (i) if the Final Price is less than or equal to the Floor Price (\$23.91 per share), 225,000 shares; (ii) if the Final Price is less than or equal to the Cap Price (\$29.8917 per share), but greater than the Floor Price, then a number of shares equal to 225,000 times the Floor Price divided by the Final Price; (iii) if the Final Price is greater than the Cap Price, then a number of shares equal to 225,000 shares multiplied by a fraction, the numerator of which is the sum of the Floor Price and the difference between the Final Price and the Cap Price, and the denominator of which is the Final Price.
 - (13) In connection with the contract, Mr. Fuller has pledged 225,000 shares of Class B Common Stock to secure his obligation under the contract. Under the contract, in lieu of delivery of shares, Mr. Fuller may, at his option, settle the contract by delivery of cash.

On December 1, 2004, Mr. Fuller entered into a Variable Prepaid Forward transaction with Credit Suisse First Boston Capital LLC relating to 225,000 shares of Class B Common Stock, which contract expires on 12/3/07, and for which Mr. Fuller received net proceeds of \$5,355,405.
 - (14) relating to 225,000 shares of Class B Common Stock, which contract expires on 12/3/07, and for which Mr. Fuller received net proceeds of \$5,355,405.

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Under the terms of the contract, Mr. Fuller has agreed to deliver shares of Class B Common Stock (which are immediately convertible into shares of Class A Common Stock on a one-for-one basis) or shares of Class A Common Stock on the expiration date of the contract (or on an earlier date if the contract is terminated early) as follows: (i) if the Final Price is less than or equal to the Floor Price (\$27.28 per share), 225,000 shares; (ii) if the Final Price is less than or equal to the Cap Price (\$34.10 per share), but greater than the Floor Price, then a number of shares equal to 225,000 times the Floor Price divided by the Final Price; (iii) if the Final Price is greater than the Cap Price, then a number of shares equal to 225,000 shares multiplied by a fraction, the numerator of which is the sum of the Floor Price and the difference between the Final Price and the Cap Price, and the denominator of which is the Final Price.

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.