

GENESEE & WYOMING INC  
Form 4  
June 05, 2008

**FORM 4**

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

OMB APPROVAL

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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)  
06/04/2008

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)	
			Code	V	Amount	(D)	Price	
Class A Common Stock, \$.01 par value	06/04/2008		S(1)	400	D	\$ 40.93	348,419	D
Class A Common Stock, \$.01 par value	06/04/2008		S(1)	100	D	\$ 40.94	348,319	D
Class A Common Stock	06/04/2008		S(1)	400	D	\$ 40.96	347,919	D

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Stock, \$.01 par value							
Class A Common Stock, \$.01 par value	06/04/2008	<u>S<sup>(1)</sup></u>	200	D	\$ 40.97	347,719	D
Class A Common Stock, \$.01 par value	06/04/2008	<u>S<sup>(1)</sup></u>	200	D	\$ 41	347,519	D
Class A Common Stock, \$.01 par value	06/04/2008	<u>S<sup>(1)</sup></u>	250	D	\$ 41.01	347,269	D
Class A Common Stock, \$.01 par value	06/04/2008	<u>S<sup>(1)</sup></u>	300	D	\$ 41.0167	346,969	D
Class A Common Stock, \$.01 par value	06/04/2008	<u>S<sup>(1)</sup></u>	700	D	\$ 41.02	346,269	D
Class A Common Stock, \$.01 par value	06/04/2008	<u>S<sup>(1)</sup></u>	800	D	\$ 41.03	345,469	D
Class A Common Stock, \$.01 par value	06/04/2008	<u>S<sup>(1)</sup></u>	800	D	\$ 41.04	344,669	D
Class A Common Stock, \$.01 par value	06/04/2008	<u>S<sup>(1)</sup></u>	1,300	D	\$ 41.06	343,369	D
Class A Common Stock,	06/04/2008	<u>S<sup>(1)</sup></u>	100	D	\$ 41.07	343,269	D

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Class A Common Stock, \$.01 par value	06/04/2008	<u>S<sup>(1)</sup></u>	200	D	\$ 41.08	343,069	D
Class A Common Stock, \$.01 par value	06/04/2008	<u>S<sup>(1)</sup></u>	700	D	\$ 41.09	342,369	D
Class A Common Stock, \$.01 par value	06/04/2008	<u>S<sup>(1)</sup></u>	800	D	\$ 41.1	341,569	D
Class A Common Stock, \$.01 par value	06/04/2008	<u>S<sup>(1)</sup></u>	1,000	D	\$ 41.11	340,569	D
Class A Common Stock, \$.01 par value	06/04/2008	<u>S<sup>(1)</sup></u>	200	D	\$ 41.13	340,369	D
Class A Common Stock, \$.01 par value	06/04/2008	<u>S<sup>(1)</sup></u>	300	D	\$ 41.14	340,069	D
Class A Common Stock, \$.01 par value	06/04/2008	<u>S<sup>(1)</sup></u>	700	D	\$ 41.15	339,369	D
Class A Common Stock, \$.01 par value	06/04/2008	<u>S<sup>(1)</sup></u>	400	D	\$ 41.16	338,969	D
Class A Common Stock, \$.01 par	06/04/2008	<u>S<sup>(1)</sup></u>	200	D	\$ 41.18	338,769	D



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(1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 30, 2008.

**Remarks:**

Form #3 of 3 forms reporting 6/04/2008 transactions.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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