

FULLER MORTIMER B III
Form 4
June 02, 2009

FORM 4

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

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

OMB APPROVAL

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(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)
05/29/2009

☐ 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	05/29/2009		A	1,124 (1)	A \$ 0 34,871	D	
Class A Common Stock, \$.01 par value	05/30/2009		F	1,495 (2)	D \$ 28.92 33,376	D	
Class A Common Stock, \$.01 par value	06/02/2009		F	2,132 (2)	D \$ 31.16 31,244	D	

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Class A Common Stock, \$.01 par value	225.5	I ⁽³⁾	By Wife ⁽³⁾
Class B Common Stock, \$.01 par value	1,137,641.5 ⁽⁴⁾	D	
Class B Common Stock, \$.01 par value	500,000 ⁽⁴⁾	I ⁽⁵⁾	By Grantor Retained Annuity Trust ⁽⁵⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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)	8. Derivative Securities (Instr. 3 and 4)
				Code	V	(A)	(D)	
Stock Option (Right to Buy)	\$ 31.82	05/29/2009		A		583	⁽⁶⁾ 02/27/2014	Class A Common Stock, \$.01 par value 583
Stock Option (Right to Buy)	\$ 28.92	05/29/2009		A		7,715	⁽⁶⁾ 02/27/2014	Class A Common Stock, \$.01 par value 7,715

Reporting Owners

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

Signatures

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

06/02/2009

__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) This restricted stock award was granted under the Genesee & Wyoming Inc. Amended and Restated 2004 Omnibus Incentive Plan and will vest in three equal annual installments, beginning February 27, 2010.
- (2) These shares were surrendered to Genesee & Wyoming Inc. for the payment of taxes in connection with the vesting of a previously granted restricted stock award.
- (3) These shares are held by Mr. Fuller's wife. Mr. Fuller disclaims beneficial ownership of these shares.
- (4) This 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.
- (5) These shares were contributed on July 21, 2008 to a Grantor Retained Annuity Trust, of which Mr. Fuller is the Trustee.
- (6) This option was granted under the Genesee & Wyoming Inc. Amended and Restated 2004 Omnibus Incentive Plan and will vest in three equal annual installments, beginning February 27, 2010.

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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