

HELLMANN JOHN C  
Form 4  
December 02, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
HELLMANN JOHN C

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)  
11/30/2010

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chief Exec. Officer & Pres.

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 Ownership (Instr. 4)
			Code	V	Amount (D) Price		
Class A Common Stock, \$.01 par value	11/30/2010		A		5,527 (1) A \$ 0 246,836	D	
Class B Common Stock, \$.01 par value					1,872	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**

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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. Title and Amount of Derivative Securities (Instr. 3 and 4)
Stock Option (Right to Buy)	\$ 47.49	11/30/2010		A	8,188	(2) 11/29/2015	Class A Common Stock, \$.01 par value	8,188

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HELLMANN JOHN C 66 FIELD POINT ROAD GREENWICH, CT 06830	X		Chief Exec. Officer & Pres.	

## Signatures

Allison M. Fergus, Attorney in Fact for John C. Hellmann

12/02/2010

\*\*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 26, 2011.

(2) This option 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 26, 2011.

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. 1pt;">x

45.00

**9.32**

+

34.00

**26.96**

=

**36.28**

14.1

x

13.7

x

10.4

x

9.5

x

45.00

**9.32**

+

35.00

27.76

=

37.07

14.5

x

14.1

x

10.6

x

9.7

x

45.00

9.32

+

36.00

28.55

=

37.86

14.9

x

Explanation of Responses:

4

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		14.5
x		
		10.8
x		
		9.9
x		
		45.00
		<b>9.32</b>
	+	
		36.17
		<b>28.68</b>
	=	
		<b>38.00</b>
		15.0
x		
		14.6
x		
		10.9
x		
		9.9
x		
		45.00

9.32

+

37.00

**29.34**

=

**38.66**

15.4

x

14.9

x

11.0

x

10.1

x

45.00

**9.32**

+

38.00

**30.13**

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=

**39.45**

15.8

x

15.3

x

11.2

x

10.3

x

45.00

**9.32**

+

39.00

**30.93**

=

**40.24**

16.2

x

15.7

x

Explanation of Responses:

7

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		11.4
x		
		10.5
x		
		45.00
		<b>9.32</b>
	+	
		40.00
		<b>31.72</b>
	=	
		<b>41.04</b>
		16.6
x		
		16.1
x		
		11.6
x		
		10.6
x		
		45.00
		<b>9.32</b>



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+

41.00

**32.51**

=

**41.83**

17.0

x

16.5

x

11.8

x

10.8

x

45.00

**9.32**

+

42.00

**33.31**

=

	42.62
	17.4
x	
	16.9
x	
	12.0
x	
	11.0
x	

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(1) Based on I/B/E/S consensus EBITDA estimates.

**BASF s offer in line with precedent premia**

[CHART]

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(1) VWAP: Volume Weighted Average Price.

(2) Analysis includes the following 7 transactions: Degussa SKW Co./Laporte, Dynea Oy/Kemira Oy, Blackstone Group/Celanese AG, Cargill Crop Nutrition/IMC Global, Lyondell Chemical/Millennium Chemicals, Crompton Corp./Great Lakes and LindeAG/BOC Group PLC.

(3) Announced and completed in 2003 and 2004, announced and pending in 2005 and 2006. Analysis includes the following 8 transactions: Highfields Capital Management/Circuit City Stores, ValueAct Capital Partners/Axiom Corp., Frontline Ltd./General Maritime, Obsidian Finance and Campbell/Longview Fibre Co., EMI Group/Warner Music Group Corp., Constellation Brands/Robert Mondavi Corp., MGM Mirage/Mandalay Resort Group, and Omnicare/NeighborCare.