

FULLER MORTIMER B III
Form 4
March 13, 2012

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)
03/09/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

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 | (A) or (D) | Price | |
| Class A Common Stock, \$0.01 par value | 03/09/2012 | | C | | 33,698 | A | \$ 33,698 | I (2) By Grantor Retained Annuity Trust (2) |
| Class A Common Stock, \$0.01 par value | 03/09/2012 | | G | V | 33,698 | D | \$ 0 0 (3) | I (2) By Grantor Retained Annuity Trust (2) |
| Class B Common | 03/09/2012 | | G | V | 101,094 | D | \$ 0 0 (4) (5) | I (2) By Grantor |

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| | | | | |
|--|------------------------------------|--------------|--|--|
| Stock, \$0.01 par value | | | | Retained Annuity Trust <u>(2)</u> |
| Class A Common Stock, \$0.01 par value | 5,955.5 | I <u>(6)</u> | | By wife <u>(6)</u> |
| Class B Common Stock, \$0.01 par value | 1,288,518 <u>(4)</u> <u>(5)</u> | D | | |
| Class B Common Stock, \$0.01 par value | 5,748 <u>(4)</u> | I <u>(6)</u> | | By wife <u>(6)</u> |
| Class B Common Stock, \$0.01 par value | 154,930 <u>(7)</u> | I <u>(7)</u> | | By Grantor Retained Annuity Trust <u>(7)</u> |

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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(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. P Deri Sec (Ins | | |
|---|--|---|---|--------------------------------------|--|--|---|--|-------------------------------------|----|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Class B Common Stock, \$.01 par | <u>(4)</u> | 03/09/2012 | | C | 33,698 | <u>(4)</u> | <u>(4)</u> | Class A Common Stock, \$.01 par | 33,698 | \$ |

value

value

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FULLER MORTIMER B III 66 FIELD POINT ROAD GREENWICH, CT 06830 | | X | | |

Signatures

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

03/13/2012

**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) These shares were received upon conversion of Class B Common Stock held by a Grantor Retained Annuity Trust ("GRAT") upon the expiration of the GRAT term. Each share of Class B Common Stock is convertible into one share of Class A Common Stock.
These shares were previously reported as held in the GRAT, of which Mr. Fuller was the trustee. Mr. Fuller's term as trustee of the GRAT
 - (2) expired upon the expiration of the GRAT term. Accordingly, Mr. Fuller no longer has an indirect beneficial ownership interest in the securities held by the GRAT.
 - (3) Reflects a transfer of 33,698 shares of Class A Common Stock by the GRAT to a trust for the benefit of one of the beneficiaries of the GRAT upon the expiration of the GRAT term.
 - (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.
Reflects a transfer of 101,094 shares of Class B Common Stock by the GRAT to three separate trusts for the benefit of three of the
 - (5) beneficiaries of the GRAT upon the expiration of the GRAT term. Also reflects a transfer of 113,078 shares of Class B Common Stock by the GRAT to the direct holdings of Mr. Fuller upon expiration of the GRAT term.
 - (6) These shares are held by Mr. Fuller's wife. Mr. Fuller disclaims beneficial ownership of these shares.
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
 - (7) convertible into one share of Class A Common Stock. These shares are indirectly beneficially owned by a second Grantor Retained Annuity Trust, of which Mr. Fuller is the trustee.

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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