FULLER MORTIMER B III
Form 4
December 05, 2008

FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
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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

(Last) (First) (Middle)

66 FIELD POINT ROAD

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
GENESEE & WYOMING INC [GWR]

3. Date of Earliest Transaction (Month/Day/Year)
12/03/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Exec.Chmn. & Chrmn.of the Bd.

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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, $.01 par value								9,589.5	I (1)	By Wife (1)
Class A Common Stock, $.01 par value	12/04/2008		C		100,000	A	(2)	131,797	D	
Class B Common								2,127,667.5 (3)	D	

Stock, $.01 par value									
Class B Common Stock, $.01 par value							500,000 (3)	I (4)	By Grantor Retained Annuity Trust (4)
Class A Common Stock, $.01 par value	12/03/2008		S(5)	3,523	D	$ 28.5206 (6) (13)	128,274	D	
Class A Common Stock, $.01 par value	12/03/2008		S(5)	32,577	D	$ 29.5213 (7) (13)	95,697	D	
Class A Common Stock, $.01 par value	12/03/2008		S(5)	3,900	D	$ 30.1818 (8) (13)	91,797	D	
Class A Common Stock, $.01 par value	12/04/2008		S(5)	10,200	D	$ 28.5712 (9) (13)	81,597	D	
Class A Common Stock, $.01 par value	12/04/2008		S(5)	4,800	D	$ 29.3299 (10) (13)	76,797	D	
Class A Common Stock, $.01 par value	12/04/2008		S(5)	23,338	D	$ 30.2084 (11) (13)	53,459	D	
Class A Common Stock, $.01 par value	12/04/2008		S(5)	362	D	$ 31.108 (12) (13)	53,097	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 SEC 1474 (9-02)

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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 D S (
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B Common Stock, $.01 par value	(3)	12/04/2008		C			100,000	(3)	(3)	Class A Common Stock, $.01 par value	100,000	

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	12/05/2008
**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 are held by Mr. Fuller's wife. Mr. Fuller disclaims beneficial ownership of these shares.
- **(2)** These shares were received upon conversion of Class B Common Stock held by Mr. Fuller. Each share of Class B Common Stock is convertible into one share of Class A Common Stock.
- **(3)** This Class B Common Stock is not registered pursuant to Section 12 of the Act. However, each share of Class B Common Stock is convertible into one share of Class A Common Stock.
- **(4)** These shares were contributed on July 21, 2008 to a Grantor Retained Annuity Trust, of which Mr. Fuller is the trustee.
- **(5)** The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on November 5, 2008.
- **(6)** Represents the weighted average sales price for price increments ranging from $28.28 to $28.97.

(7) Represents the weighted average sales price for price increments ranging from $29.02 to $29.99.

(8) Represents the weighted average sales price for price increments ranging from $30.00 to $30.38.

(9) Represents the weighted average sales price for price increments ranging from $28.18 to $28.98.

(10) Represents the weighted average sales price for price increments ranging from $29.00 to $29.65.

(11) Represents the weighted average sales price for price increments ranging from $30.00 to $30.97.

(12) Represents the weighted average sales price for price increments ranging from $31.05 to $31.12.

(13) The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.

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.