

FULLER MORTIMER B III

Form 4

March 01, 2011

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 *
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)

3. Date of Earliest Transaction (Month/Day/Year)
02/27/2011

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

66 FIELD POINT ROAD

(Street)

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

GREENWICH, CT 06830

(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 | 02/27/2011 | | F | | 703 ⁽¹⁾ | D | \$ 51.66 |
| Class A Common Stock, \$0.01 par value | 02/28/2011 | | G | | 1,000 | D | \$ 0 |
| Class A Common Stock, \$0.01 par value | 03/01/2011 | | S | | 1,900 | D | \$ 50.9547 |
| | | | | | | | 37,838 |

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| | | | | | | | | |
|--|------------|---|--------|---|--|--------------------------------------|---------------|---|
| Stock, \$0.01 par value | | | | | <u>(2)</u> <u>(3)</u> | | | |
| Class A Common Stock, \$0.01 par value | 03/01/2011 | S | 11,583 | D | \$ 51.6061 <u>(2)</u> <u>(4)</u> | 26,255 | D | |
| Class A Common Stock, \$0.01 par value | 03/01/2011 | S | 1,400 | D | \$ 52.0864 <u>(2)</u> <u>(5)</u> | 24,855 | D | |
| 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 | | | | | | 1,179,093.5 <u>(7)</u> <u>(8)</u> | D | |
| Class B Common Stock, \$0.01 par value | | | | | | 5,748 <u>(7)</u> | I <u>(6)</u> | By wife <u>(6)</u> |
| Class B Common Stock, \$0.01 par value | | | | | | 247,870 <u>(7)</u> <u>(8)</u> | I <u>(9)</u> | By Grantor Retained Annuity Trust <u>(9)</u> |
| Class B Common Stock, \$0.01 par value | | | | | | 154,930 <u>(7)</u> | I <u>(10)</u> | By Grantor Retained Annuity Trust <u>(10)</u> |

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

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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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| 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. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

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 03/01/2011

__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 surrendered to Genesee & Wyoming Inc. for the payment of taxes in connection with the vesting of previously granted stock awards.
- (2) 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.
- (3) Represents the weighted average sales price for the price increments ranging from \$50.9050 to \$50.99.
- (4) Represents the weighted average sales price for the price increments ranging from \$51.00 to \$51.99.
- (5) Represents the weighted average sales price for the price increments ranging from \$52.0250 to \$52.16.
- (6) These shares are held by Mr. Fuller's wife. Mr. Fuller disclaims beneficial ownership of these shares.
- (7) 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.
- (8) Reflects a distribution effected on February 25, 2011 of 97,200 shares of Class B Common Stock to Mr. Fuller by a Grantor Retained Annuity Trust, of which Mr. Fuller is the trustee.
- (9) These shares are held in a Grantor Retained Annuity Trust, of which Mr. Fuller is the trustee.
- (10) These shares are held in 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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