

Fergus Allison M  
 Form 4  
 December 02, 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 \*  
 Fergus Allison M

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)  
 11/30/2011

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 General Counsel and Secretary

GREENWICH, CT 06830

(City) (State) (Zip)

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

**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 (A) or (D) Price		
Class A Common Stock, \$.01 par value	11/30/2011		A		629 <sup>(1)</sup>	A	\$ 0 18,579 D
Class A Common Stock, \$.01 par value	12/02/2011		A		17,722 A \$ 32.35 36,301 D		
Class A Common Stock	12/02/2011		S		10,338 D \$ 60.26 <sup>(2)</sup> <sup>(3)</sup> 25,963 D		

Stock,  
\$.01 par  
value

Class A  
Common

Stock, \$.01 par value	12/02/2011	S	2,100	D	\$ 60.019 <u>(2) (4)</u>	23,863	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 required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (Right to Buy)	\$ 61.07	11/30/2011		A	2,138	<u>(5)</u> 11/29/2016	Class A Common Stock, \$.01 par value 2,138
Stock Option (Right to Buy)	\$ 32.35	12/02/2011		M	17,722	<u>(6)</u> 05/29/2012	Class A Common Stock, \$.01 par value 17,722

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fergus Allison M 66 FIELD POINT ROAD GREENWICH, CT 06830			General Counsel and Secretary	

## Signatures

Allison M.  
Fergus

12/02/2011

\_\_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) This restricted stock award was granted under the Genesee & Wyoming Inc. Second Amended and Restated 2004 Omnibus Incentive Plan and will vest in three equal annual installments, beginning February 28, 2012.  
  
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.
- (2) Represents the weighted average sales price increments ranging from \$60.00 to \$60.99.
- (3) Represents the weighted average sales price increments ranging from \$61.00 to 61.04.
- (4) This option award was granted under the Genesee & Wyoming Inc. Second Amended and Restated 2004 Omnibus Incentive Plan and will vest in three equal annual installments, beginning February 28, 2012.
- (5) This option was granted under the Genesee & Wyoming Inc. Second Amended and Restated 2004 Omnibus Incentive Plan and vested in three equal installments beginning May 30, 2008.
- (6)

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.