

GENESEE & WYOMING INC
Form 4
August 03, 2006

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)
08/01/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board and CEO

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	08/01/2006		M	2	A	\$ 18.26	147,514	D
Class A Common Stock, \$.01 par value	08/01/2006		M	76,845	A	\$ 9.96	224,359	D
Class A Common Stock, \$.01 par value	08/01/2006		M	85,086	A	\$ 9.4889	309,445	D

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Stock,
\$.01 par
value

Class A
Common

Stock, 08/01/2006 M 10,539 A \$ 10.44 319,984 D
\$.01 par
value

Class A
Common

Stock, 9,589 I ⁽¹⁾ By Wife
\$.01 par (1)
value

Class B
Common

Stock, 3,027,667 ⁽²⁾ D
\$.01 par
value

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

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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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 18.26	08/01/2006		M	2	⁽³⁾ 05/17/2010	Class A Common Stock, \$.01 par value	2
Stock Option (Right to Buy)	\$ 9.96	08/01/2006		M	76,845	⁽⁴⁾ 07/30/2008	Class A Common Stock, \$.01 par	76,845

								value
Stock Option (Right to Buy)	\$ 9.4889	08/01/2006	M	85,086	<u>(5)</u>	05/22/2007	Class A Common Stock, \$0.01 par value	85,086
Stock Option (Right to Buy)	\$ 10.44	08/01/2006	M	10,539	<u>(5)</u>	05/22/2007	Class A Common Stock, \$0.01 par value	10,539

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FULLER MORTIMER B III 66 FIELD POINT ROAD GREENWICH, CT 06830	X		Chairman of the Board and CEO	

Signatures

Allison M. Fergus, Attorney in Fact for Mortimer B. Fuller
 08/02/2006

**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) 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.
- (3) This option was granted under the Genesee & Wyoming 2004 Omnibus Incentive Plan on May 18, 2005 and vests in three equal annual installments beginning on May 18, 2006.
- (4) This option was granted under the Genesee & Wyoming 1996 Plan on July 31, 2003 and vests in four equal annual installments beginning on July 31, 2004.
- (5) This option was granted under the Genesee & Wyoming 1996 Plan on May 23, 2002 and was fully vested as of May 23, 2006.

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.