

ANESTIS ROBERT W
Form 4
January 04, 2005

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

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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 *
ANESTIS ROBERT W

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)
12/30/2004

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

C/O GENESEE & WYOMING
INC., 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 Beneficial Ownership (Instr. 4) |
|---------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Class A Common Stock, \$.01 par value | | | | | 2,000 | D | |
| Class A Common Stock, \$.01 par value | | | | | 3,000 | I ⁽¹⁾ | by HR-10 Plan ⁽¹⁾ |

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)

| 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) | \$ 13.5933 | | | | | (2) 05/28/2013 | Class A Common Stock, \$0.01 par value | 6,750 (2) |
| Phantom Stock Unit | \$ 0 | | | | | (3) (3) | Class A Common Stock, \$0.01 par value | 134.57 (3) |
| Phantom Stock Unit | \$ 0 | | | | | (3) (3) | Class A Common Stock \$0.01 par value | 481.09 (3) |
| Phantom Stock Unit | \$ 0 | | | | | (3) (3) | Class A Common Stock \$0.01 par value | 886.63 (3) |
| Phantom Stock Unit | \$ 0 | | | | | (3) (3) | Class A Common Stock \$0.01 par value | 483.27 (3) |
| Phantom Stock Unit | \$ 0 | | | | | (4) (4) | Class A Common Stock \$0.01 par | 693.85 (4) |

| | | | | | | | | |
|--------------------|------|------------|---|---------------|-----|-----|---|---------------|
| Phantom Stock Unit | \$ 0 | | | | (4) | (4) | value Class A Common Stock \$.01 par value | 461.76 (4) |
| Phantom Stock Unit | \$ 0 | 12/30/2004 | A | 412.06 (5) | (5) | (5) | Class A Common Stock \$.01 par value | 412.06 (5) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ANESTIS ROBERT W C/O GENESEE & WYOMING INC. 66 FIELD POINT ROAD GREENWICH, CT 06830 | X | | | |

Signatures

Thomas P. Loftus, Attorney-in-fact for Robert W.
Anestis

01/03/2005

__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 an HR-10 Plan for the benefit of Mr. Anestis.

(2) This option was previously reported by Mr. Anestis. Mr. Anestis can exercise the option as follows: 2,250 shares on 5/29/04, 2,250 shares on 5/29/05 and 2,250 shares on 5/29/06.

This Phantom Stock Unit was previously reported by Mr. Anestis. The Unit was credited to Mr. Anestis's account under the Issuer's
(3) Deferred Stock Plan for Non-Employee Directors. The Unit is to be settled in the Issuer's Common Stock on a deferred basis pursuant to Mr. Anestis's prior election.

This Phantom Stock Unit was previously reported by Mr. Anestis. The Unit was credited to Mr. Anestis's account under the Issuer's 2004
(4) Omnibus Incentive Plan. The Unit is to be settled in the Issuer's Common Stock on a deferred basis pursuant to Mr. Anestis's prior election.

This Phantom Stock Unit was credited to Mr. Anestis's account on 12/30/04 at \$28.06 per share under the Issuer's 2004 Omnibus
(5) Incentive Plan in a transaction exempt under Rule 16b-3. The Unit is to be settled in the Issuer's Common Stock on a deferred basis pursuant to Mr. Anestis's prior election.

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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