

Fergus Allison M
Form 4
December 02, 2011

FORM 4

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

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

OMB APPROVAL

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(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
____X____ Officer (give title ____ Other (specify
below) below)
General Counsel and Secretary

GREENWICH, CT 06830

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock, \$.01 par value	11/30/2011		A	629 ⁽¹⁾	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	12/02/2011		S	10,338	D \$ 60.26 25,963	D	
					⁽²⁾ ⁽³⁾		

Stock,
\$.01 par
value

Class A
Common

Stock,	12/02/2011	S	2,100	D	\$	60.019	23,863	D
\$.01 par value					(2) (4)			

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
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.

- (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 increments ranging from \$60.00 to \$60.99.

- (4) Represents the weighted average sales price increments ranging from \$61.00 to 61.04.

- (5) 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.

- (6) 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.

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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