

GENESEE & WYOMING INC  
 Form 4  
 March 03, 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

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)  
**03/01/2005**

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

**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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
---------------------------------	---------------------------	--------------------------------------	-----------------------------------	---------------------	--	--	---

Edgar Filing: GENESEE & WYOMING INC - Form 4

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Disposed of (D)		Date Exercisable	Expiration Date	Title
			(Instr. 3, 4, and 5)	(A)			
Third party Stock option (Right to buy)	\$ 7.2593	03/01/2005	X	182,802 <sup>(1)</sup>	07/14/2000	06/29/2005	Class B Common Stock, \$.01 par value
Third party Stock option (Right to buy)	\$ 7.2593	03/01/2005	X	182,802 <sup>(1)</sup>	07/18/2000	06/29/2005	Class B Common Stock, \$.01 par value
Class B Common Stock, \$.01 par value	<sup>(2)</sup>	03/01/2005	X	365,604	<sup>(3)</sup>	<sup>(4)</sup>	Class A Common Stock, \$.01 par value

## 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

Virginia M. Reeves, Attorney-in-fact for Mortimer B. Fuller, III  
 03/03/2005  
 \*\*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) This option, previously reported by Mr. Fuller, was granted to Mr. Fuller by a third party in a negotiated transaction. Mr. Fuller holds an irrevocable proxy to vote these shares.
- (2) Each share of Class B Common Stock is freely convertible into one share of Class A Common Stock. The Class B Common Stock is not registered pursuant to Section 12 of the Act.
- (3) Immediately
- (4) None

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

## Edgar Filing: GENESEE & WYOMING INC - Form 4

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.