

RINGO PHILIP J  
Form 4  
January 04, 2005

**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 \*  
RINGO PHILIP J

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 |                                      |  |                                |   | 12,487  | I <sup>(1)</sup>   | by spouse <sup>(1)</sup>                     |

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 of Number of Shares                              |
| Stock Option (Right to Buy)                | \$ 5.037   |                                      |  |                                |   | 06/28/1999 06/27/2006                                    | Class A Common Stock, \$0.01 par value 27,000 <sup>(2)</sup>  |
| Stock Option (Right to Buy)                | \$ 4.4445  |                                      |  |                                |   | 04/14/2003 04/14/2010                                    | Class A Common Stock, \$0.01 par value 3,375 <sup>(2)</sup>   |
| Phantom Stock Units                        | \$ 0   |                                      |  |                                |   | <sup>(3)</sup> <sup>(3)</sup>                            | Class A Common Stock, \$0.01 par value 1,573.9 <sup>(3)</sup> |
| Phantom Stock Units                        | \$ 0   |                                      |  |                                |   | <sup>(3)</sup> <sup>(3)</sup>                            | Class A Common Stock, \$0.01 par value 2,213.3 <sup>(3)</sup> |
| Phantom Stock Units                        | \$ 0   |                                      |  |                                |   | <sup>(3)</sup> <sup>(3)</sup>                            | Class A Common Stock, \$0.01 par value 5,659.2 <sup>(3)</sup> |
| Phantom Stock Units                        | \$ 0   |                                      |  |                                |   | <sup>(3)</sup> <sup>(3)</sup>                            | Class A Common Stock, \$0.01 par value 4,044.4 <sup>(3)</sup> |

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|                    |      |            |  |   |            |            |                                       |                        |
|--------------------|------|------------|--|---|------------|------------|---------------------------------------|------------------------|
| Phantom Stock Unit | \$ 0 |            |  |   | <u>(4)</u> | <u>(4)</u> | Class A Common Stock, \$.01 par value | 1,059.5<br><u>(4)</u>  |
| Phantom Stock Unit | \$ 0 |            |  |   | <u>(4)</u> | <u>(4)</u> | Class A Common Stock, \$.01 par value | 1,623.77<br><u>(4)</u> |
| Phantom Stock Unit | \$ 0 |            |  |   | <u>(4)</u> | <u>(4)</u> | Class A Common Stock, \$.01 par value | 1,761.2<br><u>(4)</u>  |
| Phantom Stock Unit | \$ 0 |            |  |   | <u>(4)</u> | <u>(4)</u> | Class A Common Stock, \$.01 par value | 269.14<br><u>(4)</u>   |
| Phantom Stock Unit | \$ 0 |            |  |   | <u>(4)</u> | <u>(4)</u> | Class A Common Stock, \$.01 par value | 1,317.77<br><u>(4)</u> |
| Phantom Stock Unit | \$ 0 |            |  |   | <u>(4)</u> | <u>(4)</u> | Class A Common Stock, \$.01 par value | 1,601.74<br><u>(4)</u> |
| Phantom Stock Unit | \$ 0 |            |  |   | <u>(4)</u> | <u>(4)</u> | Class A Common Stock, \$.01 par value | 1,041.67<br><u>(4)</u> |
| Phantom Stock Unit | \$ 0 |            |  |   | <u>(5)</u> | <u>(5)</u> | Class A Common Stock, \$.01 par value | 1,339.86<br><u>(5)</u> |
| Phantom Stock Unit | \$ 0 |            |  |   | <u>(5)</u> | <u>(5)</u> | Class A Common Stock, \$.01 par value | 788.74<br><u>(5)</u>   |
|                    | \$ 0 | 12/30/2004 |  | A | <u>(6)</u> | <u>(6)</u> |                                       |                        |

|                          |                      |  |                      |
|--------------------------|----------------------|--|----------------------|
| Phantom<br>Stock<br>Unit | 864.22<br><u>(6)</u> | Class A<br>Common<br>Stock<br>\$.01 par<br>value | 864.22<br><u>(6)</u> |
|--------------------------|----------------------|--|----------------------|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| RINGO PHILIP J<br>C/O GENESEE & WYOMING INC.<br>66 FIELD POINT ROAD<br>GREENWICH, CT 06830 | X             |           |         |       |

## Signatures

Thomas P. Loftus, Attorney-in-fact for Philip J.  
Ringo

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 owned by Mr. Ringo's wife. Mr. Ringo disclaims beneficial ownership of these shares.
- (2) This option was previously reported by Mr. Ringo.

These aggregated Phantom Stock Units were previously reported by Mr. Ringo. The Units were credited to Mr. Ringo's account under the Issuer's Deferred Stock Plan for Non-Employee Directors. The Units are to be settled in the Issuer's Common Stock on a deferred basis pursuant to Mr. Ringo's prior election.

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