

GENESEE & WYOMING INC  
 Form 4/A  
 June 10, 2008

**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)  
**GREENWICH, CT 06830**  
 (City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)  
**06/05/2008**

4. If Amendment, Date Original Filed (Month/Day/Year)  
**06/09/2008**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Exec.Chmn. & Chrmn.of the Bd.

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 Following 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.

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

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				
Stock Option (Right to Buy)	\$ 16.6	06/05/2008	M		3,972	(1)	05/17/2010	Class A Common Stock, \$.01 par value	3,972
Stock Option (Right to Buy)	\$ 15.6333	06/05/2008	M		53,092	(2)	05/11/2009	Class A Common Stock, \$.01 par value	53,092

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FULLER MORTIMER B III 66 FIELD POINT ROAD GREENWICH, CT 06830	X		Exec.Chmn. & Chrmn.of the Bd.	

## Signatures

Allison M. Fergus, Attorney-in-Fact for Mortimer B. Fuller  
06/10/2008

\_\_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 was granted under the Genesee & Wyoming Inc. Amended and Restated 2004 Omnibus Incentive Plan and became vested in three equal annual installments, beginning May 17, 2006.
- (2) This option was granted under the Genesee & Wyoming Inc. Amended and Restated 2004 Omnibus Incentive Plan and became vested in three equal annual installments, beginning May 11, 2005. A portion of these options were exercised on June 4, 2008 (as disclosed in the Form 4 filed for Mr. Fuller on June 5, 2008) and the remainder of these options were exercised on June 5, 2008, as disclosed herein.

### Remarks:

Amendment to Form #1 of 4 forms reporting 6/05/2008 transactions.

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.