

FULLER MORTIMER B III
Form 4
December 22, 2008

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 *
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)
12/18/2008

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

GREENWICH, CT 06830

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

(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 Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------|------------------|------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Class A Common Stock, \$.01 par value | 12/17/2008 | | G | V | 9,364 | D | \$ 0 | 225.5 | I ⁽¹⁾ | By Wife ⁽¹⁾ |
| Class A Common Stock, \$.01 par value | 12/17/2008 | | G | V | 20,411 | D | \$ 0 | 32,686 | D | |
| Class A Common Stock, \$.01 par value | 12/18/2008 | | C | | 702,500 | A | 2 | 735,186 | D | |

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 Mr. Fuller's wife. Mr. Fuller disclaims beneficial ownership of these shares.
- (2) These shares were received upon conversion of Class B Common Stock held by Mr. Fuller. Each share of Class B Common Stock is convertible into one share of Class A Common Stock.
- (3) This Class B Common Stock is not registered pursuant to Section 12 of the Act. However, each share of Class B Common Stock is convertible into one share of Class A Common Stock.
- (4) These shares were contributed on July 21, 2008 to a Grantor Retained Annuity Trust, of which Mr. Fuller is the trustee.

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.