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GENESEE & WYOMING INC  
Form 8-K  
February 15, 2005

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

FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported) February 15, 2005

GENESEE & WYOMING INC.

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(Exact name of registrant as specified in its charter)

|   |                             |   |
|---|-----------------------------|---|
| DELAWARE  | 001-31456                   | 06-0984624                              |
| -----   | -----                       | -----                                   |
| (State or other jurisdiction<br>of incorporation) | (Commission<br>File Number) | (I.R.S. Employer<br>Identification No.) |

|   |            |
|---|------------|
| 66 FIELD POINT ROAD, GREENWICH, CONNECTICUT | 06830      |
| -----                                       | -----      |
| (Address of principal executive offices)    | (Zip Code) |

Registrant's telephone number, including area code (203) 629-3722

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(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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ITEM 2.02. Results of Operations and Financial Condition

The following Press Release, filed as Exhibit 99.1, and the information set forth therein is furnished under Section 2- Financial Information, Item 2.02, Disclosure of Results of Operations and Financial Condition. The Press Release was issued by Genesee & Wyoming Inc. on February 15, 2005, announcing Genesee & Wyoming Inc.'s financial results for the fourth quarter of 2004, which is

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incorporated herein by reference.

ITEM 9.01 Financial Statements and Exhibits

(c) Exhibit.

99.1 Press release dated February 15, 2005.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

GENESEE & WYOMING INC.

February 15, 2005

By: /s/ John C. Hellmann

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John C. Hellmann  
Chief Financial Officer