

RINGO PHILIP J  
Form 4  
March 09, 2010

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
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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)  
03/05/2010

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 Indirect Ownership (Instr. 4) |
|---------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                       |                                      |  |                                | (A) or (D)  | Price   |  |  |
|                                       |                                      |  |                                | Code  | V   | Amount   |  |
| Class A Common Stock, \$.01 par value | 03/05/2010                           |  | M                              | A   | 5,063   | \$ 2.963   | 94,763 D                                   |
| Class A Common Stock, \$.01 par value | 03/05/2010                           |  | S                              | D   | 456   | \$ 33.0465<br><u>(1) (2)</u>                             | 94,307 D                                   |
|                                       |                                      |  |                                |   | 18,730.5  |  | I  |

Class A  
Common  
Stock,  
\$.01 par  
value

By spouse  
(3)

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 (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) | 8. I. Deriv. Sec. (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------------------|
|  |  |                                      |  |                                |   |  |   | Amount or Number of Shares   |
| Stock Option (Right to Buy)                | \$ 2.963   | 03/05/2010                           |  | M                              | 5,063   | <u>(4)</u> 04/13/2010                                    | Class A Common Stock, \$.01 par value                         | 5,063<br><u>(5)</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

Allison M. Fergus, Attorney-in-Fact for Philip J. Ringo  
Date: 03/09/2010

          \*\*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) Represents the weighed average sales price for the price increments ranging from \$33.04 to \$33.05.

The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.

(3) These shares are owned by Mr. Ringo's wife. Mr. Ringo disclaims beneficial ownership of these shares.

(4) This option was granted under the Genesee & Wyoming Inc. Amended and Restated Omnibus Incentive Plan and became vested in three equal annual installments, beginning April 14, 2001.

(5) This option was previously reported as covering 1,000 shares, but was adjusted to reflect the Issuer's 3-for-2 stock splits that occurred on June 15, 2001, March 14, 2002, March 15, 2004 and March 14, 2006.

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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