

GENESEE & WYOMING INC
 Form 4
 December 05, 2007

FORM 4

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

OMB APPROVAL

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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)
12/03/2007

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

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

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

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 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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. P Der
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Contract to Sell ⁽¹⁾	\$ 0 ⁽²⁾	12/03/2007	J ⁽¹⁾				1		12/03/2007	12/03/2007	Class A Common Stock, \$.01 par value	337,500 ⁽²⁾ ⁽³⁾
Contract to Sell ⁽¹⁾	\$ 0 ⁽²⁾	12/03/2007	J ⁽¹⁾				1		12/24/2008	12/24/2008	Class A Common Stock, \$.01 par value	337,500 ⁽²⁾ ⁽³⁾

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. Chrmn.&Chrmn.of the Bd.	

Signatures

Allison M. Fergus, Attorney-in-Fact for Mortimer B. Fuller 12/05/2007

 **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).

On December 3, 2007, Mr. Fuller amended and extended the previously reported Variable Prepaid Forward contract he entered into with Credit Suisse First Boston Capital LLC on December 1, 2004 relating to 337,500 shares of Genesee & Wyoming, Inc. ("GWI") Common

(1) Stock (originally 150,000 shares of GWI Common Stock, adjusted for subsequent stock splits), which contract was originally scheduled to expire on December 3, 2007. The amended contract extended the term of the contract to December 24, 2008 and reset the Cap Price and Floor Price per share. Mr. Fuller received net proceeds of \$623,142 in connection with the amendment and extension.

Under the terms of the amended contract, Mr. Fuller has agreed to deliver shares of Class B Common Stock (which are immediately convertible into shares of Class A Common Stock on a one-for-one basis) or shares of Class A Common Stock on the expiration date of the contract (or on an earlier date if the contract is terminated early) as follows: (i) if the Final Price is less than or equal to the Floor Price

(2) (\$26.3449 per share), 337,500 shares; (ii) if the Final Price is less than or equal to the Cap Price (\$31.6139 per share), but greater than the Floor Price, then a number of shares equal to 337,500 times the Floor Price divided by the Final Price; and (iii) if the Final Price is greater than the Cap Price, then a number of shares equal to 337,500 shares multiplied by a fraction, the numerator of which is the sum of the Floor Price and the difference between the Final Price and the Cap Price, and the denominator of which is the Final Price.

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- (3) In connection with the amended contract, Mr. Fuller has pledged 337,500 shares of Class B common stock to secure his obligation under the contract. Under the contract, in lieu of delivery of shares, Mr. Fuller may, at his option, settle the contract by delivery of cash.

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.