

Benz James W
Form 3
May 12, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Benz James W | | (Month/Day/Year) | GENESEE & WYOMING INC [GWR] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 05/02/2005 | | |
| 66 FIELD POINT ROAD | | | (Check all applicable) | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | (Street) | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| GREENWICH,Â CTÂ 06830 | | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | Chief Operating Officer | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------------|--|---|--|
| Class A Common Stock, \$.01 par value | 32,338 ⁽¹⁾ | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|---|-------|------------|---|--------|------------|-------------------|---|
| Employee Stock Option (Right to Buy) | Â (2) | 04/05/2006 | Class A Common Stock, \$.01 par value | 3,165 | \$ 7.0555 | D | Â |
| Employee Stock Option (Right to Buy) | Â (3) | 05/22/2007 | Class A Common Stock, \$.01 par value | 12,000 | \$ 14.2333 | D | Â |
| Employee Stock Option (Right to Buy) | Â (4) | 07/30/2008 | Class A Common Stock, \$.01 par value | 1,947 | \$ 14.94 | D | Â |
| Employee Stock Option (Right to Buy) | Â (5) | 07/30/2008 | Class A Common Stock, \$.01 par value | 10,053 | \$ 14.94 | D | Â |
| Employee Stock Option (Right to Buy) | Â (6) | 05/11/2009 | Class A Common Stock, \$.01 par value | 8,365 | \$ 23.45 | D | Â |
| Employee Stock Option (Right to Buy) | Â (7) | 05/11/2009 | Class A Common Stock, \$.01 par value | 2,885 | \$ 23.45 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Benz James W 66 FIELD POINT ROAD GREENWICH, CT 06830 | Â | Â | Â Chief Operating Officer | Â |

Signatures

Adam B. Frankel, Attorney In Fact for James W.
Benz 05/11/2005

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 1,030 shares of restricted stock granted under the Genesee & Wyoming Inc. 2004 Omnibus Incentive Plan ("Restricted Shares"). The Restricted Shares will vest in two installments of 515 on May 11, 2006 and May 11, 2007.
- (2) Immediately.
- (3) This option is exercisable currently as to 6,000 of such shares, and will become exercisable as to 3,000 shares on May 23, 2005 and as to 3,000 shares on May 23, 2006.
- (4) This option is exercisable currently as to 1,287 of such shares and will become exercisable as to 660 shares on July 31, 2005.
- (5) This option is exercisable currently as to 1,713 of such shares, and will become exercisable as to 2,340 shares on July 31, 2005, as to 3,000 shares on July 31, 2006 and as to 3,000 shares on July 31, 2007.
- (6) This option will become exercisable as to 3,750 of such shares on May 12, 2005, as to 3,218 shares on May 12, 2006 and as to 1,397 shares on May 12, 2007.
- (7) This option is exercisable as to 532 of such shares on May 12, 2006 and as to 2,353 on May 12, 2007.

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.