

GENESEE & WYOMING INC
 Form 4
 November 09, 2004

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 *
YOUNG M DOUGLAS

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)
11/05/2004

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)
			Code	V	Amount (D) or Price (A)		
Class A Common Stock, \$.01 par value	11/05/2004		M		6,750 A \$ 3.2593	8,750 (1)	D
Class A Common Stock, \$.01 par value	11/05/2004		S		6,750 D \$ 26.9	2,000 (1)	D
	11/05/2004		M		3,375 A \$ 4.4445	5,375 (1)	D

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Class A
Common
Stock,
\$.01 par
value

Class A
Common
Stock,
\$.01 par
value

11/05/2004

S

3,375

D

\$ 26.9

2,000 ⁽¹⁾

D

Class A
Common
Stock,
\$.01 par
value

11/05/2004

M

3,375

A

\$ 5.5555

5,375 ⁽¹⁾

D

Class A
Common
Stock,
\$.01 par
value

11/05/2004

S

3,375

D

\$ 26.9

2,000 ⁽¹⁾

D

Class A
Common
Stock,
\$.01 par
value

11/05/2004

M

3,375

A

\$
11.7778

5,375 ⁽¹⁾

D

Class A
Common
Stock,
\$.01 par
value

11/05/2004

S

3,375

D

\$ 26.9

2,000 ⁽¹⁾

D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

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(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)
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				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 3.2593	11/05/2004		M			6,750	07/30/2002	07/29/2009	Class A Common Stock, \$.01 par value	6,750 ⁽²⁾
Stock Option (Right to Buy)	\$ 4.4445	11/05/2004		M			3,375	04/14/2003	04/13/2010	Class A Common Stock, \$.01 par value	3,375 ⁽²⁾
Stock Option (Right to Buy)	\$ 5.5555	11/05/2004		M			3,375	07/30/2003	07/29/2010	Class A Common Stock, \$.01 par value	3,375 ⁽²⁾
Stock Option (Right to Buy)	\$ 11.7778	11/05/2004		M			3,375	07/30/2004	07/29/2011	Class A Common Stock, \$.01 par value	3,375 ⁽²⁾
Phantom Stock Units	\$ 0							<u>(3)</u>	<u>(3)</u>	Class A Common Stock, \$.01 par value	2,777.49 ⁽³⁾
Phantom Stock Units	\$ 0							<u>(3)</u>	<u>(3)</u>	Class A Common Stock, \$.01 par value	4,590.88 ⁽³⁾
Phantom Stock Units	\$ 0							<u>(3)</u>	<u>(3)</u>	Class A Common Stock, \$.01 par value	8,473.31 ⁽³⁾
Phantom Stock Units	\$ 0							<u>(3)</u>	<u>(3)</u>	Class A Common Stock, \$.01 par value	5,653.84 ⁽³⁾
Phantom Stock Unit	\$ 0							<u>(4)</u>	<u>(4)</u>	Class A Common Stock, \$.01 par	1,412.67 ⁽⁴⁾

				value	
Phantom Stock Unit	\$ 0	(4)	(4)	Class A Common Stock, \$0.01 par value	1,562.5 (4)
Phantom Stock Unit	\$ 0	(4)	(4)	Class A Common Stock, \$0.01 par value	1,734.1 (4)
Phantom Stock Unit	\$ 0	(4)	(4)	Class A Common Stock, \$0.01 par value	224.28 (4)
Phantom Stock Unit	\$ 0	(4)	(4)	Class A Common Stock, \$0.01 par value	1,317.77 (4)
Phantom Stock Unit	\$ 0	(4)	(4)	Class A Common Stock, \$0.01 par value	1,561.05 (4)
Phantom Stock Unit	\$ 0	(4)	(4)	Class A Common Stock, \$0.01 par value	1,004.11 (4)
Phantom Stock Unit	\$ 0	(5)	(5)	Class A Common Stock, \$0.01 par value	1,278.71 (5)
Phantom Stock Unit	\$ 0	(5)	(5)	Class A Common Stock, \$0.01 par value	781.25 (5)

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

YOUNG M DOUGLAS
C/O GENESEE & WYOMING INC. X
66 FIELD POINT ROAD
GREENWICH, CT 06830

Signatures

Thomas P. Loftus, Attorney-in-fact for M. Douglas Young 11/09/2004

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).
This amount includes 2,000 restricted stock units granted under the Genesee & Wyoming Inc. 2004 Omnibus Incentive Plan. Each restricted stock unit represents the right to receive one share of Genesee & Wyoming Inc. Class A Common Stock. The restricted stock
(1) units vest pro rata with respect to one-half of the shares subject to the restricted stock unit award on the date of each of the next two annual meetings of stockholders. As the restricted stock units vest, the corresponding number of shares of Class A Common Stock will be issued to Mr. Young.
(2) This option was previously reported by Mr. Young.
These aggregated Phantom Stock Units were previously reported by Mr. Young. The Units were credited to Mr. Young's account under
(3) the Issuer's Deferred Stock Plan for Non-Employee Directors. The Units are to be settled in the Issuer's Common Stock on a deferred basis pursuant to Mr. Young's prior election.
This Phantom Stock Unit was previously reported by Mr. Young. The Unit was credited to Mr. Young's account under the Issuer's
(4) Deferred Stock Plan for Non-Employee Directors. The Unit is to be settled in the Issuer's Common Stock on a deferred basis pursuant to Mr. Young's prior election.
This Phantom Stock Unit was previously reported by Mr. Young. The Unit was credited to Mr. Young's account under the Issuer's 2004
(5) Omnibus Incentive Plan. The Unit is to be settled in the Issuer's Common Stock on a deferred basis pursuant to Mr. Young's prior election.

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.