

RINGO PHILIP J  
Form 4  
January 04, 2005

**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 \*  
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)  
12/30/2004

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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Stock, \$.01 par value						2,000	D
Class A Common Stock, \$.01 par value						12,487	I <sup>(1)</sup> by spouse <sup>(1)</sup>

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 5.037					06/28/1999	06/27/2006	Class A Common Stock, \$0.01 par value	27,000 (2)
Stock Option (Right to Buy)	\$ 4.4445					04/14/2003	04/14/2010	Class A Common Stock, \$0.01 par value	3,375 (2)
Phantom Stock Units	\$ 0					(3)	(3)	Class A Common Stock, \$0.01 par value	1,573.9 (3)
Phantom Stock Units	\$ 0					(3)	(3)	Class A Common Stock, \$0.01 par value	2,213.3 (3)
Phantom Stock Units	\$ 0					(3)	(3)	Class A Common Stock, \$0.01 par value	5,659.2 (3)
Phantom Stock Units	\$ 0					(3)	(3)	Class A Common Stock, \$0.01 par value	4,044.4 (3)

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Phantom Stock Unit	\$ 0				<u>(4)</u>	<u>(4)</u>	Class A Common Stock, \$.01 par value	1,059.5 <u>(4)</u>
Phantom Stock Unit	\$ 0				<u>(4)</u>	<u>(4)</u>	Class A Common Stock, \$.01 par value	1,623.77 <u>(4)</u>
Phantom Stock Unit	\$ 0				<u>(4)</u>	<u>(4)</u>	Class A Common Stock, \$.01 par value	1,761.2 <u>(4)</u>
Phantom Stock Unit	\$ 0				<u>(4)</u>	<u>(4)</u>	Class A Common Stock, \$.01 par value	269.14 <u>(4)</u>
Phantom Stock Unit	\$ 0				<u>(4)</u>	<u>(4)</u>	Class A Common Stock, \$.01 par value	1,317.77 <u>(4)</u>
Phantom Stock Unit	\$ 0				<u>(4)</u>	<u>(4)</u>	Class A Common Stock, \$.01 par value	1,601.74 <u>(4)</u>
Phantom Stock Unit	\$ 0				<u>(4)</u>	<u>(4)</u>	Class A Common Stock, \$.01 par value	1,041.67 <u>(4)</u>
Phantom Stock Unit	\$ 0				<u>(5)</u>	<u>(5)</u>	Class A Common Stock, \$.01 par value	1,339.86 <u>(5)</u>
Phantom Stock Unit	\$ 0				<u>(5)</u>	<u>(5)</u>	Class A Common Stock, \$.01 par value	788.74 <u>(5)</u>
	\$ 0	12/30/2004		A	<u>(6)</u>	<u>(6)</u>		

