RINGO PHILIP J Form 4

March 09, 2010

FORM 4

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

Check this box if no longer

subject to Section 16. Form 4 or Form 5

obligations may continue. See Instruction 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

2. Issuer Name and Ticker or Trading

(Print or Type Responses)

1(b).

(Last)

(City)

1. Title of

1. Name and Address of Reporting Person * RINGO PHILIP J

(First)

(State)

GREENWICH, CT 06830

(Middle)

(Zip)

2. Transaction Date 2A. Deemed

GENESEE & WYOMING INC [GWR]

3. Date of Earliest Transaction

(Month/Day/Year) 03/05/2010

Symbol

C/O GENESEE & WYOMING INC., 66 FIELD POINT ROAD

(Street)

Filed(Month/Day/Year)

4. If Amendment, Date Original

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

4. Securities Acquired (A) 5. Amount of

Issuer

_X__ Director

Applicable Line)

18,730.5

I

Officer (give title

Security	(Month/Day/Year)	Execution Date, if	Transactionr Disposed of (D)				Securities	Ownership
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	(Instr. 3, 4 and 5)			Beneficially Owned	Form: Direct (D)
			Code V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	or Indirect (I) (Instr. 4)
Class A								
Common Stock, \$.01 par value	03/05/2010		M	5,063	A	\$ 2.963	94,763	D
Class A Common Stock, \$.01 par value	03/05/2010		S	456	D	\$ 33.0465 (1) (2)	94,307	D

3.

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person Form filed by More than One Reporting

(Check all applicable)

10% Owner

_ Other (specify

7. Nature of

Indirect

Beneficial

Ownership

(Instr. 4)

Estimated average

burden hours per

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Class A By spouse Common Stock, \$.01 par

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

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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. Transacti Code (Instr. 8)	5. Number on 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)	\$ 2.963	03/05/2010		M	5,063	<u>(4)</u>	04/13/2010	Class A Common Stock, \$.01 par value	5,063 (5)

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
RINGO PHILIP J C/O GENESEE & WYOMING INC. 66 FIELD POINT ROAD GREENWICH, CT 06830	X					

Signatures

value

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

> **Signature of Reporting Person Date

2 Reporting Owners

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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
- (2) 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. 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.