FULLER MORTIMER B III

Form 4

November 30, 2011

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

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obligations

if no longer

Check this box

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

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * FULLER MORTIMER B III

2. Issuer Name and Ticker or Trading

Issuer

5. Relationship of Reporting Person(s) to

Symbol

GENESEE & WYOMING INC

(Check all applicable)

[GWR]

(Last)

(First) (Middle) 3. Date of Earliest Transaction

X_ Director 10% Owner Officer (give title

Other (specify

66 FIELD POINT ROAD

11/28/2011

(Month/Day/Year)

Filed(Month/Day/Year)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person

(Instr. 4)

Form filed by More than One Reporting Person

below)

GREENWICH, CT 06830

(City) (State) (Zip)

(Street)

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

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I)

Ownership (Instr. 4)

(A) or

Code V Amount (D) Price

Reported Transaction(s) (Instr. 3 and 4)

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 3. Transaction Date 3A. Deemed 5. 6. Date Exercisable and (Month/Day/Year) Execution Date, if **Expiration Date** Derivative Conversion TransactionNumber (Month/Day/Year) Security or Exercise Code any of

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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Deriv

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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)					(Instr
				Code	V	(A) (D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Contract to Sell (1)	\$ 0 (2)	11/28/2011		J <u>(1)</u>		1	11/28/2012	11/28/2012	Class A Common Stock, \$.01 par value	50,000 (2) (3)	<u>)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting owner runner runners	Director	10% Owner	Officer	Other			
FULLER MORTIMER B III 66 FIELD POINT ROAD GREENWICH, CT 06830	X						

Signatures

Allison M. Fergus, Attorney-in-Fact for Mortimer B.
Fuller III

11/30/2011

**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 November 28, 2011, Mr. Fuller entered into a Variable Prepaid Forward transaction with Credit Suisse Capital LLC relating to 50,000 (1) shares of Genesee & Wyoming Inc. Common Stock, which contract expires on November 28, 2012, and for which Mr. Fuller received net proceeds of \$2,387,407.
 - Under the terms of the 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 (\$55.85 per
- (2) share), 50,000 shares; (ii) if the Final Price is less than or equal to the Cap Price (\$72.60 per share), but greater than the Floor Price, then a number of shares equal to 50,000 times the floor Price divided by the Final Price; (iii) if the final Price is greater than the Cap Price, then a number of shares equal to 50,000 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.
- In connection with the contract, Mr. Fuller has pledged 50,000 shares of Class B Common Stock to secure his obligations 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. The shares pledged pursuant to the contract represent approximately 3 percent of the 1,653,081 of the Class A Common Stock and Class B Common Stock beneficially owned by Mr. Fuller in the aggregate.

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.

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