GENESEE & WYOMING INC

Form 4

March 13, 2008

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

See Instruction

30(h) of the Investment Company Act of 1940

0.5

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person ** Benz James W	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
	GENESEE & WYOMING INC	(Check all applicable)		

(Middle)

10% Owner 3. Date of Earliest Transaction Director _X__ Officer (give title _ Other (specify (Month/Day/Year) below) below)

66 FIELD POINT ROAD

(First)

(Street)

(Ctata)

4. If Amendment, Date Original

03/11/2008

6. Individual or Joint/Group Filing(Check Applicable Line)

Chief Operating Officer

Filed(Month/Day/Year)

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

GREENWICH, CT 06830

(City)	(State)	^(Zip) Tabl	e I - Non-I	Derivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficiall	y 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 insaction(A) or Disposed of (D) de (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock, \$.01 par value	03/11/2008		M	15,080	A	\$ 9.96	77,822 (1)	D	
Class A Common Stock, \$.01 par value	03/11/2008		M	2,921	A	\$ 9.96	80,743 (1)	D	
Class A Common Stock, \$.01 par value	03/11/2008		M	1,857	A	\$ 10.66	82,600 (1)	I	By Spouse

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Class A Common Stock, \$.01 par value	03/11/2008	M	618	A	\$ 9.96	83,218 (1)	I	By Spouse
Class A Common Stock, \$.01 par value	03/11/2008	S	15,080	D	\$ 31	68,138 <u>(1)</u>	D	
Class A Common Stock, \$.01 par value	03/11/2008	S	2,921	D	\$ 31	65,217 <u>(1)</u>	D	
Class A Common Stock, \$.01 par value	03/11/2008	S	1,857	D	\$ 31	63,360 (1)	I	By Spouse
Class A Common Stock, \$.01 par value	03/11/2008	S	618	D	\$ 31	62,742 (1)	I	By Spouse

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.

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed (D) (Instr. 3, 4, and 5)	Expiration I (Month/Day	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)	\$ 9.96	03/11/2008		M	15,080) <u>(2)</u>	07/30/2008	Class A Common Stock, \$.01 par value	15,080	
Stock Option	\$ 9.96	03/11/2008		M	2,921	(2)	07/30/2008	Class A Common	2,921	

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(Right to Buy)							Stock, \$.01 par value	
Stock Option (Right to Buy)	\$ 10.66	03/11/2008	M	1,857	<u>(2)</u>	07/30/2008	Class A Common Stock, \$.01 par value	1,857
Stock Option (Right to Buy)	\$ 9.96	03/11/2008	M	618	(2)	07/30/2008	Class A Common Stock, \$.01 par value	618

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Benz James W

66 FIELD POINT ROAD Chief Operating Officer

GREENWICH, CT 06830

Signatures

Allison M. Fergus, Attorney in Fact for James W.

Benz

03/13/2008

**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).
- (1) All shares are held in a joint account with spouse.
- (2) This option was granted under the Genesee & Wyoming Inc. Amended and Restated 2004 Omnibus Incentive Plan and became vested in three equal annual installments, beginning July 31, 2004.

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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