

HELLMANN JOHN C  
Form 4  
March 11, 2010

**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 \*  
HELLMANN JOHN C

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)  
66 FIELD POINT ROAD  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
03/09/2010

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chief Exec. Officer & Pres.

GREENWICH, CT 06830

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

(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Class A Common Stock, \$.01 par value	03/09/2010		M		59,361	A	\$ 16.6
					275,640		
Class A Common Stock, \$.01 par value	03/09/2010		M		710	A	\$ 16.6
					276,350		
Class A Common	03/09/2010		S		45,000	D	\$ 33.5009
					231,350		

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Stock, \$.01 par value					<u>(1)</u> <u>(2)</u>		
Class A Common Stock, \$.01 par value	03/10/2010		M	5,314	A	\$ 16.6	236,664 D
Class A Common Stock, \$.01 par value	03/10/2010		S	3,973	D	\$ <u>(2)</u> <u>(3)</u>	232,691 D
Class B Common Stock, \$.01 par value							1,872 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)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (Right to Buy)	\$ 16.6	03/09/2010		M	59,361	<u>(4)</u>	05/17/2010	Class A Common Stock, \$.01 par value	59,361 <u>(5)</u>
Stock Option (Right to Buy)	\$ 16.6	03/09/2010		M	710	<u>(6)</u>	05/17/2010	Class A Common Stock, \$.01 par	710 <u>(7)</u>

Stock							value	
Option (Right to Buy)	\$ 16.6	03/10/2010	M	5,314	<u>(6)</u>	05/17/2010	Class A Common Stock, \$0.01 par value	5,314 <u>(7)</u>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HELLMANN JOHN C 66 FIELD POINT ROAD GREENWICH, CT 06830	X		Chief Exec. Officer & Pres.	

## Signatures

Allison M.  
Fergus 03/11/2010

    \*\*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) These shares were sold to cover the exercise price and taxes in connection with the exercise of a previously granted stock option award. This price represents the weighted average sales price for the price increments ranging from \$32.95 to \$33.73.
- The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.
- (2)
- (3) These shares were sold to cover the exercise price and taxes in connection with the exercise of a previously granted stock option award. This price represents the weighted average sales price for the price increments ranging from \$33.69 to \$33.75.
- (4) This option award was granted under the Genesee & Wyoming Inc. Amended and Restated 2004 Omnibus Incentive Plan and became vested in three annual installments beginning May 18, 2006.
- (5) This option was previously reported as covering 39,574 shares, but was adjusted to reflect the Issuer's 3-for-2 stock split that occurred on March 14, 2006.
- (6) This option award was granted under the Genesee & Wyoming Inc. Amended and Restated 2004 Omnibus Incentive Plan and became vested on May 18, 2008.
- (7) This option was previously reported as part of an award covering 4,016 shares, but was adjusted to 6,024 to reflect the Issuer's 3-for-2 stock split that occurred on 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.