

Benz James W  
 Form 4  
 December 02, 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 \*  
 Benz James W

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)  
 11/30/2010

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Chief Operating Officer

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	11/30/2010		A		1,924 <sup>(1)</sup>	A	\$ 0
Class A Common Stock, \$.01 par value	12/01/2010		A		15,605	D	\$ 39.08
Class A Common Stock, \$.01 par value	12/01/2010		A		3,052	D	\$ 31.38
							81,887 <sup>(2)</sup>
							97,492 <sup>(2)</sup>
							100,544 <sup>(2)</sup>

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Stock,  
\$.01 par  
value

Class A  
Common

Stock, 12/01/2010 A 3,120 D \$ 31.12 103,664 <sup>(2)</sup> D  
\$.01 par  
value

Class A  
Common

Stock, 12/01/2010 S 20,777 D \$ 48.8069 82,887 <sup>(2)</sup> D  
\$.01 par  
value <sup>(3)</sup> <sup>(4)</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)	\$ 47.49	11/30/2010		A	2,849	<sup>(5)</sup> 11/29/2015	Class A Common Stock, \$.01 par value 2,849
Stock Option (Right to Buy)	\$ 39.08	12/01/2010		M	15,605	<sup>(6)</sup> 05/26/2013	Class A Common Stock, \$.01 par value 15,605
Stock Option (Right to Buy)	\$ 31.38	12/01/2010		M	3,052	<sup>(7)</sup> 08/30/2014	Class A Common Stock, \$.01 par value 3,052

Stock Option (Right to Buy)	\$ 31.12	12/01/2010	M	3,120	(7)	11/29/2014	Class A Common Stock, \$.01 par value	3,120
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Benz James W 66 FIELD POINT ROAD GREENWICH, CT 06830			Chief Operating Officer	

## Signatures

Allison M. Fergus, Attorney in Fact for James W. Benz  
 12/02/2010  
 \*\*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) This restricted stock award was granted under the Genesee & Wyoming Inc. Amended and Restated 2004 Omnibus Incentive Plan and will vest in three equal annual installments, beginning February 26, 2011.
- (2) All shares are held in a joint account with spouse.
- (3) 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.
- (4) Represents the weighted average sales price for price increments ranging from \$48.64 to \$49.02.
- (5) This option award was granted under the Genesee & Wyoming Inc. Amended and Restated 2004 Omnibus Incentive Plan and will vest in three equal annual installments, beginning February 26, 2011.
- (6) This option award was granted under the Genesee & Wyoming Inc. Amended and Restated 2004 Omnibus Incentive Plan and became vested in three equal annual installments, beginning May 27, 2009.
- (7) This option award was granted under the Genesee & Wyoming Inc. Amended and Restated 2004 Omnibus Incentive Plan and became vested in three equal annual installments, beginning February 27, 2010.

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.