

Benz James W
 Form 4/A
 February 23, 2012

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)
 02/17/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Operating Officer

GREENWICH, CT 06830
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
 02/21/2012

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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)	(A) or (D)	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)
Class A Common Stock, \$.01 par value	02/17/2012		A	7,802	A	\$ 39.08 58,088 ⁽¹⁾	D	
Class A Common Stock, \$.01 par value	02/17/2012		A	9,240	A	\$ 20.89 67,328 ⁽¹⁾	D	
Class A Common Stock, \$.01 par value	02/17/2012		S	14,484	D	\$ 60.56 ⁽²⁾ ⁽³⁾ 52,844 ⁽¹⁾	D	

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

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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
Stock Option (Right to Buy)	\$ 39.08	02/17/2012		M	7,802	<u>(4)</u> 05/26/2013	Class A Common Stock, \$.01 par value	7,802
Stock Option (Right to Buy)	\$ 20.89	02/17/2012		M	9,240	<u>(5)</u> 02/26/2014	Class A Common Stock, \$.01 par value	9,240

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
02/23/2012

__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.
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 4A.
- (2) Represents the weighted average sales price increments ranging from \$60.33 to \$60.83.
- (3) This option award was granted under the Genesee & Wyoming Inc. Second Amended and Restated 2004 Omnibus Incentive Plan and vested in three equal installments beginning May 27, 2009.
- (4) This option award was granted under the Genesee & Wyoming Inc. Second Amended and Restated 2004 Omnibus Incentive Plan and vested in three equal installments beginning February 27, 2010.
- (5)

Remarks:

This Form 4A is being filed to update the Form 4 filed for Mr. Benz on February 21, 2012 to reflect (1) corrected acquisition p

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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