

Benz James W
Form 4
March 04, 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)
03/02/2010

___ 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 | 03/02/2010 | | M | | 19,224 | A | \$ 16.6 |
| | | | | | 91,916 | (1) | |
| Class A Common Stock, \$.01 par value | 03/02/2010 | | M | | 6,024 | A | \$ 16.6 |
| | | | | | 97,940 | (1) | |
| Class A Common Stock | 03/02/2010 | | S | | 22,331 | D | \$ 32.2946 |
| | | | | | 75,609 | (1) | |

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| | | | | | | | |
|---|------------|--|---|-------|---|-----------------------------|---------------------|
| Stock, \$.01 par value | | | | | | <u>(2)</u> <u>(3)</u> | |
| Class A Common Stock, \$.01 par value | 03/03/2010 | | M | 9,680 | A | \$ 16.6 | 85,289 <u>(1)</u> D |
| Class A Common Stock, \$.01 par value | 03/03/2010 | | S | 9,680 | D | \$ <u>(3)</u> <u>(4)</u> | 75,609 <u>(1)</u> 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 16.6 | 03/02/2010 | | M | 19,224 | <u>(5)</u> 05/17/2010 | Class A Common Stock, \$.01 par value | 19,224 <u>(6)</u> |
| Stock Option (Right to Buy) | \$ 16.6 | 03/02/2010 | | M | 6,024 | <u>(5)</u> 05/17/2010 | Class A Common Stock, \$.01 par value | 6,024 <u>(7)</u> |
| Stock Option (Right to Buy) | \$ 16.6 | 03/03/2010 | | M | 9,680 | <u>(5)</u> 05/17/2010 | Class A Common Stock, \$.01 par | 9,680 <u>(6)</u> |

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 03/04/2010

**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) All shares are held in a joint account with spouse.
- (2) Represents the weighted average sales price for the price increments ranging from \$32.25 to \$32.47.
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 the price increments ranging from \$32.065 to \$32.33.
- (5) This option was granted under Genesee & Wyoming Inc. Amended and Restated 2004 Omnibus Incentive Plan and became vested in three equal annual installments, beginning May 18, 2006.
- (6) This option was previously reported as covering 19,269 shares, but was adjusted to reflect the Issuer's 3-for-2 stock split that occurred on March 14, 2006.
- (7) This option was previously reported as covering 4,016 shares, but was adjusted 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.