

GENESEE & WYOMING INC  
Form 3/A  
February 27, 2006

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Benz James W		(Month/Day/Year)	GENESEE & WYOMING INC [GWR]	
(Last)	(First)	(Middle)	05/02/2005	
66 FIELD POINT ROAD			4. Relationship of Reporting Person(s) to Issuer	
(Street)			(Check all applicable)	
GREENWICH,Â CTÂ 06830			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below) Chief Operating Officer	
(City)	(State)	(Zip)	5. If Amendment, Date Original Filed(Month/Day/Year)	
			05/12/2005	
1. Title of Security		2. Amount of Securities Beneficially Owned	3. Ownership Form:	4. Nature of Indirect Beneficial Ownership
(Instr. 4)		(Instr. 4)	Direct (D) or Indirect (I)	(Instr. 5)
Class A Common Stock, \$.01 par value		33,418 <sup>(1)</sup>	D	Â

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security	2. Amount of Securities Beneficially Owned	3. Ownership Form:	4. Nature of Indirect Beneficial Ownership
(Instr. 4)	(Instr. 4)	Direct (D) or Indirect (I)	(Instr. 5)
Class A Common Stock, \$.01 par value	33,418 <sup>(1)</sup>	D	Â

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

SEC 1473 (7-02)

**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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security	2. Date Exercisable and Expiration Date	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership
(Instr. 4)	(Month/Day/Year)	(Instr. 4)		Direct (D) or Indirect	(Instr. 5)
	Date Exercisable    Expiration Date	Title    Amount or Number of	Price of Derivative Security	Security: Direct (D) or Indirect	

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				Shares		(I) (Instr. 5)	
Employee Stock Option (Right to Buy)	Â <u>(2)</u>	04/05/2006	Class A Common Stock, \$.01 par value	3,165	\$ 7.0555	D	Â
Employee Stock Option (Right to Buy)	Â <u>(3)</u>	05/22/2007	Class A Common Stock, \$.01 par value	12,000	\$ 14.2333	D	Â
Employee Stock Option (Right to Buy)	Â <u>(4)</u>	07/30/2008	Class A Common Stock, \$.01 par value	1,947	\$ 14.94	D	Â
Employee Stock Option (Right to Buy)	Â <u>(5)</u>	07/30/2008	Class A Common Stock, \$.01 par value	10,053	\$ 14.94	D	Â
Employee Stock Option (Right to Buy)	Â <u>(6)</u>	05/11/2009	Class A Common Stock, \$.01 par value	8,365	\$ 23.45	D	Â
Employee Stock Option (Right to Buy)	Â <u>(7)</u>	05/11/2009	Class A Common Stock, \$.01 par value	2,885	\$ 23.45	D	Â
Employee Stock Option (Right to Buy)	Â <u>(8)</u>	04/05/2006	Class A Common Stock, \$.01 par value	1,266	\$ 7.0555	I	By Spouse
Employee Stock Option (Right to Buy)	Â <u>(9)</u>	05/22/2007	Class A Common Stock, \$.01 par value	3,000	\$ 14.2333	I	By Spouse
Employee Stock Option (Right to Buy)	Â <u>(10)</u>	07/30/2008	Class A Common Stock, \$.01 par	1,650	\$ 14.94	I	By Spouse

Employee Stock Option (Right to Buy)	Â (11)	05/11/2009	value Class A Common Stock, 1,000 \$ 23.45 I By Spouse \$.01 par value
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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	Â	Â	Â Chief Operating Officer	Â

## Signatures

Adam B. Frankel, Attorney In Fact for James W. Benz 02/27/2006

Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 1,080 additional shares omitted from the Form 3 filed May 12, 2005 and from each subsequent Form 4 filed by the reporting person. Includes 1,030 shares of restricted stock granted under the Genesee & Wyoming Inc. 2004 Omnibus Incentive Plan ("Restricted Shares"). The Restricted Shares will vest in two installments of 515 on May 11, 2006 and May 11, 2007.
  - (2) This option is fully exercisable.
  - (3) This option is exercisable currently as to 6,000 of such shares, and will become exercisable as to 3,000 shares on May 23, 2005 and as to 3,000 shares on May 23, 2006.
  - (4) This option is exercisable currently as to 1,287 of such shares and will become exercisable as to 660 shares on July 31, 2005.
  - (5) This option is exercisable currently as to 1,713 of such shares, and will become exercisable as to 2,340 shares on July 31, 2005, as to 3,000 shares on July 31, 2006 and as to 3,000 shares on July 31, 2007.
  - (6) This option will become exercisable as to 3,750 of such shares on May 12, 2005, as to 3,218 shares on May 12, 2006 and as to 1,397 shares on May 12, 2007.
  - (7) This option will become exercisable as to 532 of such shares on May 12, 2006 and as to 2,353 shares on May 12, 2007.
  - (8) This option is fully exercisable.
  - (9) This option is exercisable currently as to 1,500 of such shares, and will become exercisable as to 750 shares on May 23, 2005 and as to 750 shares on May 23, 2006.
  - (10) This option is exercisable currently as to 412 of such shares, and will become exercisable as to 413 shares on July 31, 2005, as to 412 shares on July 31, 2006 and as to 413 shares on July 31, 2007.
  - (11) This option will become exercisable as to 334 of such shares on May 12, 2005, as to 333 shares on May 12, 2006 and as to 333 shares on May 12, 2007.

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.