

LONG T MICHAEL  
Form 4  
January 04, 2005

**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 \*  
LONG T MICHAEL

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)

3. Date of Earliest Transaction (Month/Day/Year)  
12/30/2004

Director  10% Owner  
 Officer (give title below)  Other (specify below)

C/O BROWN BROTHERS  
HARRIMAN & CO., 140  
BROADWAY

(Street)

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

NEW YORK, NY 10005

(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 Ownership (Instr. 4)
Class A Common Stock, \$.01 par value				(A) or (D)	2,000	D	

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

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SEC 1474 (9-02)

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**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)	\$ 8.2222					01/11/2004	01/10/2011	Class A Common Stock, \$.01 par value	6,750 <sup>(1)</sup>
Stock Option (Right to Buy)	\$ 13.3111					<sup>(2)</sup>	01/10/2012	Class A Common Stock, \$.01 par value	3,375 <sup>(2)</sup>
Stock Option (Right to Buy)	\$ 13.9467					<sup>(3)</sup>	01/10/2013	Class A Common Stock, \$.01 par value	3,375 <sup>(3)</sup>
Phantom Stock Units	\$ 0					<sup>(4)</sup>	<sup>(4)</sup>	Class A Common Stock, \$.01 par value	2,481.93 <sup>(4)</sup>
Phantom Stock Units	\$ 0					<sup>(4)</sup>	<sup>(4)</sup>	Class A Common Stock, \$.01 par value	1,708.49 <sup>(4)</sup>
Phantom Stock Unit	\$ 0					<sup>(5)</sup>	<sup>(5)</sup>	Class A Common Stock, \$.01 par value	513.7 <sup>(5)</sup>
Phantom Stock Unit	\$ 0					<sup>(5)</sup>	<sup>(5)</sup>	Class A Common Stock, \$.01 par value	888.48 <sup>(5)</sup>

Phantom Stock Unit	\$ 0				<u>(5)</u>	<u>(5)</u>	Class A Common Stock, \$.01 par value	650.29 <u>(5)</u>
Phantom Stock Unit	\$ 0				<u>(5)</u>	<u>(5)</u>	Class A Common Stock, \$.01 par value	179.43 <u>(5)</u>
Phantom Stock Unit	\$ 0				<u>(5)</u>	<u>(5)</u>	Class A Common Stock, \$.01 par value	481.09 <u>(5)</u>
Phantom Stock Unit	\$ 0				<u>(5)</u>	<u>(5)</u>	Class A Common Stock, \$.01 par value	822.67 <u>(5)</u>
Phantom Stock Unit	\$ 0				<u>(5)</u>	<u>(5)</u>	Class A Common Stock, \$.01 par value	450.72 <u>(5)</u>
Phantom Stock Unit	\$ 0				<u>(6)</u>	<u>(6)</u>	Class A Common Stock, \$.01 par value	723.1 <u>(6)</u>
Phantom Stock Unit	\$ 0				<u>(6)</u>	<u>(6)</u>	Class A Common Stock, \$.01 par value	349.44 <u>(6)</u>
Phantom Stock Unit	\$ 0	12/30/2004		A	<u>(7)</u>	<u>(7)</u>	Class A Common Stock, \$.01 par value	311.83 <u>(7)</u>

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LONG T MICHAEL  
C/O BROWN BROTHERS HARRIMAN & CO.  
140 BROADWAY  
NEW YORK, NY 10005

X

## Signatures

Audrey J. Horgan, Attorney-in-fact for T. Michael  
Long

01/03/2005

    \*\*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 option was previously reported by the Reporting Person.
- (2) This option was previously reported. The Reporting Person can exercise the option as follows: 1,125 shares on 1/11/03, 1,125 shares on 1/11/04 and 1,125 shares on 1/11/05.
- (3) This option was previously reported. The Reporting Person can exercise the option as follows: 1,125 shares on 1/11/04, 1,125 shares on 1/11/05 and 1,125 shares on 1/11/06.
- These aggregated Phantom Stock Units were previously reported by the Reporting Person. The Units were credited to the Reporting Person's account under the Issuer's Deferred Stock Plan for Non-Employee Directors. The Units are to be settled in the Issuer's Common Stock on a deferred basis pursuant to the Reporting Person's prior election.
- (4) This Phantom Stock Unit was previously reported by the Reporting Person. The Unit was credited to the Reporting Person's account under the Issuer's Deferred Stock Plan for Non-Employee Directors. The Unit is to be settled in the Issuer's Common Stock on a deferred basis pursuant to the Reporting Person's prior election.
- (5) This Phantom Stock Unit was previously reported by the Reporting Person. The Unit was credited to the Reporting Person's account under the Issuer's 2004 Omnibus Incentive Plan. The Unit is to be settled in the Issuer's Common Stock on a deferred basis pursuant to the Reporting Person's prior election.
- (6) This Phantom Stock Unit was credited to the Reporting Person's account on 12/30/04 at \$28.06 per share under the Issuer's 2004 Omnibus Incentive Plan in a transaction exempt under Rule 16b-3. The Unit is to be settled in the Issuer's Common Stock on a deferred basis pursuant to the Reporting Person's prior election.
- (7) This Phantom Stock Unit was credited to the Reporting Person's account on 12/30/04 at \$28.06 per share under the Issuer's 2004 Omnibus Incentive Plan in a transaction exempt under Rule 16b-3. The Unit is to be settled in the Issuer's Common Stock on a deferred basis pursuant to the Reporting Person's prior election.

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.