GENESEE & WYOMING INC

Form 4 June 01, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

Expires:

3235-0287 Number:

OMB APPROVAL

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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 may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SCANNELL PETER O

2. Issuer Name and Ticker or Trading

Symbol

Issuer

GENESEE & WYOMING INC

(Check all applicable)

[GWR]

(Last) (First) (Middle)

(State)

3. Date of Earliest Transaction

(Month/Day/Year) 05/30/2007

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

5. Relationship of Reporting Person(s) to

C/O GENESEE & WYOMING INC., 66 FIELD POINT ROAD

> (Street) 4. If Amendment, Date Original

> > Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

D

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

GREENWICH, CT 06830

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) (D) Price Code V Amount

Transaction(s) (Instr. 3 and 4)

Class A

par value

(City)

Common 05/30/2007 Stock, \$.01

\$0 20,667.14 (2)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Edgar Filing: GENESEE & WYOMING INC - Form 4

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	Execution Date, if	4. Transactio		6. Date Exercises Expiration D	ate	7. Title a	of	8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of		any (Month/Day/Year)	Code of (Month/Day/Year) y/Year) (Instr. 8) Derivative		i cai j	Underlyi Securitie	_	Security (Instr. 5)	Secur Bene	
	Derivative Security				Securities			(Instr. 3	:. 3 and 4)		Owne
					Acquired (A) or						Follo Repo
					Disposed						Trans
					of (D) (Instr. 3,						(Instr
					4, and 5)						
								A	mount		
					(1) (B)	Date Exercisable	Expiration Date	or Title Num	r Iumber		
								of	f		
				Code V	(A) (D)			Sl	hares		

Reporting Owners

Relationships Reporting Owner Name / Address 10% Owner Officer Other Director

SCANNELL PETER O C/O GENESEE & WYOMING INC. 66 FIELD POINT ROAD GREENWICH, CT 06830

X

Signatures

Allison M. Fergus, Attorney in Fact for Peter O. 06/01/2007 Scannell

> **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).
- This restricted stock award was granted under the Genesee & Wyoming Inc. 2004 Incentive Plan. The shares subject to the restricted **(1)** stock award will vest on the date of each of the next two annual meetings.
- (2) All of these shares are held jointly by Mr. Scannell and his wife.

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.

Reporting Owners 2