

Benz James W  
 Form 4  
 December 02, 2010

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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**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)  
 11/30/2010

\_\_\_\_ 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	11/30/2010		A		1,924 <sup>(1)</sup>	A	\$ 0
Class A Common Stock, \$.01 par value	12/01/2010		A		15,605	D	\$ 39.08
Class A Common Stock, \$.01 par value	12/01/2010		A		3,052	D	\$ 31.38
							81,887 <sup>(2)</sup>
							97,492 <sup>(2)</sup>
							100,544 <sup>(2)</sup>

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Stock,  
\$.01 par  
value

Class A  
Common

Stock,	12/01/2010		A	3,120	D	\$ 31.12	103,664 <sup>(2)</sup>	D
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\$.01 par  
value

Class A  
Common

Stock,	12/01/2010		S	20,777	D	\$ 48.8069 <u>(3)</u> <u>(4)</u>	82,887 <sup>(2)</sup>	D
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\$.01 par  
value

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (Right to Buy)	\$ 47.49	11/30/2010		A	2,849	<sup>(5)</sup> 11/29/2015	Class A Common Stock, \$.01 par value 2,849
Stock Option (Right to Buy)	\$ 39.08	12/01/2010		M	15,605	<sup>(6)</sup> 05/26/2013	Class A Common Stock, \$.01 par value 15,605
Stock Option (Right to Buy)	\$ 31.38	12/01/2010		M	3,052	<sup>(7)</sup> 08/30/2014	Class A Common Stock, \$.01 par value 3,052

