

GROSSMAN ROBERT A

Form 4

November 05, 2004

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
GROSSMAN ROBERT A

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)

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/04/2004

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
Exec VP-Govt/Industry Affairs

GREENWICH, CT 06830

(City) (State) (Zip)

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
Person

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	(A) or (D)	Price
Class A Common Stock, \$.01 par value	11/04/2004		M		5,250	A	\$ 14.2333 6,750
Class A Common Stock, \$.01 par value	11/04/2004		S		2,850	D	\$ 27.4 3,900
	11/04/2004		S		2,400	D	\$ 26.95 1,500

Class A
Common
Stock,
\$.01 par
value

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

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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. De Se (In	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 14.2333	11/04/2004		M		5,250		<u>(1)</u>	05/22/2007	Class A Common Stock, \$.01 par value	21,000 <u>(1)</u>
Stock Option (Right to Buy)	\$ 14.94							<u>(2)</u>	07/30/2008	Class A Common Stock, \$.01 par value	7,501 <u>(2)</u>
Stock Option (Right to Buy)	\$ 23.45							<u>(3)</u>	05/11/2009	Class A Common Stock, \$.01 par value	5,000 <u>(3)</u>

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

GROSSMAN ROBERT A
C/O GENESEE & WYOMING INC.
66 FIELD POINT ROAD
GREENWICH, CT 06830

Exec
VP-Govt/Industry
Affairs

Signatures

Robert A.
Grossman

11/05/2004

__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 Mr. Grossman. Mr. Grossman can exercise the option as follows: 5,250 shares on 5/23/03, 5,250 shares on 5/23/04, 5,250 shares on 5/23/05 and 5,250 shares on 5/23/06.
- (2) This option was previously reported by Mr. Grossman. Mr. Grossman can exercise the option as follows: 1,876 shares on 7/31/04, 1,874 shares on 7/31/05, 1,876 shares on 7/31/06 and 1,875 shares on 7/31/07.
- (3) This option was previously reported by Mr. Grossman. Mr. Grossman can exercise the option as follows: 1,667 shares on 5/12/05, 1,666 shares on 5/12/06 and 1,667 shares on 5/12/07.

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.