

HELLMANN JOHN C
Form 4
December 30, 2004

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 *
HELLMANN JOHN C

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)
Chief Financial Officer

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)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

GREENWICH, CT 06830

(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)
				(A) or (D)	Price		
Class A Common Stock, \$.01 par value	12/30/2004		M	25,313	A \$ 4.4445	35,525	D
Class B Common Stock, \$.01 par value						1,248 ⁽¹⁾	D

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

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SEC 1474
(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)	\$ 4.4445	12/30/2004		M	25,313	04/14/2004	04/13/2005	Class A Common Stock, \$.01 par value	25,313 <u>(2)</u>
Stock Option (Right to Buy)	\$ 7.0555					<u>(3)</u>	04/05/2006	Class A Common Stock, \$.01 par value	42,188 <u>(3)</u>
Stock Option (Right to Buy)	\$ 14.2333					<u>(4)</u>	05/22/2007	Class A Common Stock, \$.01 par value	37,501 <u>(4)</u>
Stock Option (Right to Buy)	\$ 14.94					<u>(5)</u>	07/30/2008	Class A Common Stock, \$.01 par value	45,000 <u>(5)</u>
Stock Option (Right to Buy)	\$ 23.45					<u>(6)</u>	05/11/2009	Class A Common Stock, \$.01 par value	37,500 <u>(6)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HELLMANN JOHN C C/O GENESEE & WYOMING INC. 66 FIELD POINT ROAD GREENWICH, CT 06830			Chief Financial Officer	

Signatures

John C.

Hellmann

12/30/2004

**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) The Class B Common Stock is not registered pursuant to Section 12 of the Act. However, each share of Class B Common Stock is freely convertible into one share of Class A Common Stock.
- (2) This option was previously reported by Mr. Hellmann.
- (3) This option was previously reported by Mr. Hellmann. Mr. Hellmann can exercise the option as follows: 10,545 shares on 4/6/02, 10,548 shares on 4/6/03, 10,547 shares on 4/6/04 and 10,548 shares on 4/6/05.
- (4) This option was previously reported by Mr. Hellmann. Mr. Hellmann can exercise the option as follows: 9,375 shares on 5/23/03, 9,375 shares on 5/23/04, 9,375 shares on 5/23/05 and 9,376 shares on 5/23/06.
- (5) This option was previously reported by Mr. Hellmann. Mr. Hellmann can exercise the option as follows: 11,250 shares on 7/31/04, 11,250 shares on 7/31/05, 11,250 shares on 7/31/06 and 11,250 shares on 7/31/07.
- (6) This option was previously reported by Mr. Hellmann. Mr. Hellmann can exercise the option as follows: 12,500 shares on 5/12/05, 12,500 shares on 5/12/06 and 12,500 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.

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