Liucci Christopher F Form 4 May 12, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

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

obligations

05/10/2011

Stock, \$.01

par value

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).

	1(0).										
	(Print or Type F	Responses)									
1. Name and Address of Reporting Person * Liucci Christopher F			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			3. Date of Earliest Transaction (Month/Day/Year) 05/10/2011					DirectorX Officer (give below) Chief A		Owner r (specify	
(Street)									6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
		CH, CT 06830							Person		
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially O									y Owned		
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any		Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) y/Year) (Instr. 8)			d of (D)	Securities Ownership Inc Beneficially Form: Direct Be Owned (D) or Ov		7. Nature of Indirect Beneficial Ownership (Instr. 4)
	Class A				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
	Common Stock, \$.01 par value	05/10/2011			A	3,500	A	\$ 32.35	13,047	D	
	Class A Common Stock, \$.01 par value	05/10/2011			A	1,500	A	\$ 32.35	14,547	D	
	Class A Common	05/10/2011			S	3.415	D	\$ 60.923	11.132	D	

S

D

60.923 11,132

(1) (2)

3,415

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)

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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. Transactic Code (Instr. 8)	5. Number on 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 8 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)	\$ 32.35	05/10/2011		M	3,500	(3)	05/29/2012	Class A Common Stock, \$.01 par value	3,500
Stock Option (Right to Buy)	\$ 32.35	05/10/2011		M	1,500	(3)	05/29/2012	Class A Common Stock, \$.01 par value	1,500

Reporting Owners

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

Liucci Christopher F 66 FIELD POINT ROAD GREENWICH, CT 06830

Chief Accounting Officer

Signatures

Allison M. Fergus, Attorney in Fact for Christopher F.
Liucci
05/11/2011

**Signature of Reporting Person Date

Reporting Owners 2

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).
- The Reporting Person undertakes to provide upon request by the Securities and Exchange Commission staff, the Issuer or a security
- (1) holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4
- (2) Represents the weighted average sales price for price increments ranging from \$60.87 to \$60.98.
- (3) This option award was granted under the Genesee & Wyoming Inc. Amended and Restated 2004 Omnibus Incentive Plan and became vested in three equal annual installments, beginning May 30, 2008.

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.