

RINGO PHILIP J
Form 4
January 04, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
RINGO PHILIP J

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)

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 Beneficial Ownership (Instr. 4) |
|---------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Class A Common Stock, \$.01 par value | | | | | | 2,000 | D |
| Class A Common Stock, \$.01 par value | | | | | | 12,487 | I ⁽¹⁾ by spouse ⁽¹⁾ |

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.

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 of Number of Shares |
| Stock Option (Right to Buy) | \$ 5.037 | | | | | 06/28/1999 06/27/2006 | Class A Common Stock, \$0.01 par value 27,000 ⁽²⁾ |
| Stock Option (Right to Buy) | \$ 4.4445 | | | | | 04/14/2003 04/14/2010 | Class A Common Stock, \$0.01 par value 3,375 ⁽²⁾ |
| Phantom Stock Units | \$ 0 | | | | | ⁽³⁾ ⁽³⁾ | Class A Common Stock, \$0.01 par value 1,573.9 ⁽³⁾ |
| Phantom Stock Units | \$ 0 | | | | | ⁽³⁾ ⁽³⁾ | Class A Common Stock, \$0.01 par value 2,213.3 ⁽³⁾ |
| Phantom Stock Units | \$ 0 | | | | | ⁽³⁾ ⁽³⁾ | Class A Common Stock, \$0.01 par value 5,659.2 ⁽³⁾ |
| Phantom Stock Units | \$ 0 | | | | | ⁽³⁾ ⁽³⁾ | Class A Common Stock, \$0.01 par value 4,044.4 ⁽³⁾ |

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| | | | | | | | | |
|--------------------|------|------------|--|---|------------|------------|---------------------------------------|------------------------|
| Phantom Stock Unit | \$ 0 | | | | <u>(4)</u> | <u>(4)</u> | Class A Common Stock, \$.01 par value | 1,059.5 <u>(4)</u> |
| Phantom Stock Unit | \$ 0 | | | | <u>(4)</u> | <u>(4)</u> | Class A Common Stock, \$.01 par value | 1,623.77 <u>(4)</u> |
| Phantom Stock Unit | \$ 0 | | | | <u>(4)</u> | <u>(4)</u> | Class A Common Stock, \$.01 par value | 1,761.2 <u>(4)</u> |
| Phantom Stock Unit | \$ 0 | | | | <u>(4)</u> | <u>(4)</u> | Class A Common Stock, \$.01 par value | 269.14 <u>(4)</u> |
| Phantom Stock Unit | \$ 0 | | | | <u>(4)</u> | <u>(4)</u> | Class A Common Stock, \$.01 par value | 1,317.77 <u>(4)</u> |
| Phantom Stock Unit | \$ 0 | | | | <u>(4)</u> | <u>(4)</u> | Class A Common Stock, \$.01 par value | 1,601.74 <u>(4)</u> |
| Phantom Stock Unit | \$ 0 | | | | <u>(4)</u> | <u>(4)</u> | Class A Common Stock, \$.01 par value | 1,041.67 <u>(4)</u> |
| Phantom Stock Unit | \$ 0 | | | | <u>(5)</u> | <u>(5)</u> | Class A Common Stock, \$.01 par value | 1,339.86 <u>(5)</u> |
| Phantom Stock Unit | \$ 0 | | | | <u>(5)</u> | <u>(5)</u> | Class A Common Stock, \$.01 par value | 788.74 <u>(5)</u> |
| | \$ 0 | 12/30/2004 | | A | <u>(6)</u> | <u>(6)</u> | | |

