

GENESEE & WYOMING INC  
Form 4  
April 27, 2006

**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

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 \*  
SCANNELL PETER O

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)  
04/13/2006

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 Ownership (Instr. 4) |
|---------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                       |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Class A Common Stock, \$.01 par value | 04/13/2006                           |  | S                              | 100   | D \$ 32.58  | 18,167.67 <sup>(1)</sup>                                 | D                                 |
| Class A Common Stock, \$.01 par value | 04/13/2006                           |  | S                              | 100   | D \$ 32.52  | 18,067.67 <sup>(1)</sup>                                 | D                                 |
| Class A Common Stock, \$.01           | 04/13/2006                           |  | S                              | 100   | D \$ 32.5   | 17,967.67 <sup>(1)</sup>                                 | D                                 |

Edgar Filing: GENESEE & WYOMING INC - Form 4

par value

Class A  
Common  
Stock, \$.01 04/13/2006 S 100 D \$ 32.47 17,867.67 (1) D  
par value

Class A  
Common  
Stock, \$.01 04/13/2006 S 100 D \$ 32.49 17,767.67 (1) D  
par value

Class A  
Common  
Stock, \$.01 04/13/2006 S 100 D \$ 32.46 17,667.67 (1) D  
par value

Class A  
Common  
Stock, \$.01 04/13/2006 S 100 D \$ 32.45 17,567.67 (1) D  
par value

Class A  
Common  
Stock, \$.01 04/13/2006 S 100 D \$ 32.41 17,467.67 (1) D  
par value

Class A  
Common  
Stock, \$.01 04/13/2006 S 100 D \$ 32.35 17,367.67 (1) D  
par value

Class A  
Common  
Stock, \$.01 04/13/2006 S 200 D \$ 32.51 17,167.67 (1) D  
par value

Class A  
Common  
Stock, \$.01 04/13/2006 S 200 D \$ 32.42 16,967.67 (1) D  
par value

Class A  
Common  
Stock, \$.01 04/13/2006 S 300 D \$ 32.52 16,667.67 (1) D  
par value

Class A  
Common  
Stock, \$.01 04/13/2006 S 400 D \$ 32.36 16,267.67 (1) D  
par value

Class A  
Common  
Stock, \$.01 04/13/2006 S 500 D \$ 32.49 15,767.67 (1) D  
par value



## Edgar Filing: GENESEE & WYOMING INC - Form 4

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.