

GENESEE & WYOMING INC  
Form 8-K  
July 20, 2005

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

July 15, 2005

Genesee & Wyoming Inc.

(Exact name of registrant as specified in its charter)

Delaware

001-31456

06-0984624

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

66 Field Point Road, Greenwich, Connecticut

06830

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

203-629-3722

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 1.01 Entry into a Material Definitive Agreement.**

The information set forth under Item 5.02 is incorporated herein by reference.

**Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

Effective July 15, 2005, the Board of Directors (the "Board") of Genesee & Wyoming Inc. (the "Company") elected David C. Hurley to serve as a director. Mr. Hurley will stand for reelection by the stockholders at the Company's 2006 Annual Meeting of Stockholders. Mr. Hurley was determined by the Board to meet applicable independence requirements and was appointed to the Board's Compensation Committee.

Upon Mr. Hurley's election to the Board and appointment to the Compensation Committee, he became eligible to receive equity and cash compensation in accordance with previously adopted compensation arrangements as disclosed in the Company's Form 8-K report filed on May 24, 2005.

On July 19, 2005, the Company issued a press release announcing the election of Mr. Hurley. A copy of the press release is filed with this Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

Exhibit 99.1 is being filed herewith.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Genesee & Wyoming Inc.

*July 19, 2005*

By: *Adam B. Frankel*

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*Name: Adam B. Frankel*

*Title: SVP, General Counsel & Corporate Secretary*

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Exhibit Index

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release, dated July 19, 2005, issued by Genesee & Wyoming Inc. announcing the election of David C. Hurley to the Board of Directors, effective July 15, 2005.