

LONG T MICHAEL
Form 4
January 04, 2005

FORM 4

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

OMB APPROVAL

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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 *
LONG T MICHAEL

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 BROWN BROTHERS
HARRIMAN & CO., 140
BROADWAY

(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

NEW YORK, NY 10005

(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)
Class A Common Stock, \$.01 par value				(A) or (D)	2,000	D	

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. 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)	\$ 8.2222					01/11/2004	01/10/2011	Class A Common Stock, \$.01 par value	6,750 ⁽¹⁾
Stock Option (Right to Buy)	\$ 13.3111					⁽²⁾	01/10/2012	Class A Common Stock, \$.01 par value	3,375 ⁽²⁾
Stock Option (Right to Buy)	\$ 13.9467					⁽³⁾	01/10/2013	Class A Common Stock, \$.01 par value	3,375 ⁽³⁾
Phantom Stock Units	\$ 0					⁽⁴⁾	⁽⁴⁾	Class A Common Stock, \$.01 par value	2,481.93 ⁽⁴⁾
Phantom Stock Units	\$ 0					⁽⁴⁾	⁽⁴⁾	Class A Common Stock, \$.01 par value	1,708.49 ⁽⁴⁾
Phantom Stock Unit	\$ 0					⁽⁵⁾	⁽⁵⁾	Class A Common Stock, \$.01 par value	513.7 ⁽⁵⁾
Phantom Stock Unit	\$ 0					⁽⁵⁾	⁽⁵⁾	Class A Common Stock, \$.01 par value	888.48 ⁽⁵⁾

Phantom Stock Unit	\$ 0					(5)	(5)	Class A Common Stock, \$.01 par value	650.29 (5)
Phantom Stock Unit	\$ 0					(5)	(5)	Class A Common Stock, \$.01 par value	179.43 (5)
Phantom Stock Unit	\$ 0					(5)	(5)	Class A Common Stock, \$.01 par value	481.09 (5)
Phantom Stock Unit	\$ 0					(5)	(5)	Class A Common Stock, \$.01 par value	822.67 (5)
Phantom Stock Unit	\$ 0					(5)	(5)	Class A Common Stock, \$.01 par value	450.72 (5)
Phantom Stock Unit	\$ 0					(6)	(6)	Class A Common Stock, \$.01 par value	723.1 (6)
Phantom Stock Unit	\$ 0					(6)	(6)	Class A Common Stock, \$.01 par value	349.44 (6)
Phantom Stock Unit	\$ 0	12/30/2004		A	311.83 (7)	(7)	(7)	Class A Common Stock, \$.01 par value	311.83 (7)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

