

FreightCar America, Inc.
Form 4
January 17, 2014

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
McNeely Joseph E

(Last) (First) (Middle)

TWO NORTH RIVERSIDE PLAZA
SUITE 1300

(Street)

CHICAGO, IL 60606

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

FreightCar America, Inc. [RAIL]

3. Date of Earliest Transaction
(Month/Day/Year)

01/15/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

President and CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D)	7,723	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)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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
Employee Stock Option (right to buy)	\$ 25.55	01/15/2014		A ⁽¹⁾		31,750		⁽²⁾	01/15/2024	Common stock	31,750
Employee Stock Option (right to buy)	\$ 20.39							⁽⁴⁾	10/04/2023	Common stock	75,000
Employee Stock Option (right to buy)	\$ 20.39							⁽⁵⁾	05/01/2023	Common stock	1,660
Employee Stock Option (right to buy)	\$ 24.56							⁽⁶⁾	01/18/2023	Common stock	8,500
Employee Stock Option (right to buy)	\$ 23.4							⁽⁷⁾	01/12/2022	Common stock	16,900
Employee Stock Option (right to buy)	\$ 29.88							⁽⁸⁾	01/13/2021	Common stock	12,600

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

McNeely Joseph E
TWO NORTH RIVERSIDE PLAZA SUITE 1300
CHICAGO, IL 60606

X

President and CEO

Signatures

/s/ Kathleen M. Boege, as attorney
in fact

01/17/2014

__Signature of Reporting Person

Date

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).

- (1) Exempt issuance of options under Rule 16(b)-3 pursuant to the Issuer's 2005 Long Term Incentive Plan
- (2) The options vest in three equal annual installments beginning on January 15, 2015.
- (3) The options were granted pursuant to the Issuer's 2005 Long term Incentive Plan, for which no consideration was paid by the recipient.
- (4) On October 4, 2013, the recipient was granted 75,000 options. The options vest in three equal annual installments beginning on October 4, 2014.
- (5) On May 1, 2013, the recipient was granted 1,660 options. The options vest in three equal annual installments beginning on May 1, 2014.
- (6) On January 18, 2013, the recipient was granted 8,500 options. The options vest in three equal annual installments beginning on January 18, 2014.
- (7) On January 12, 2012, the recipient was granted 16,900 options. 11,266 stock options are fully vested and currently exercisable and 5,634 stock options will vest on January 12, 2015.
- (8) On January 13, 2011, the recipient was granted 12,600 options which are fully vested and currently exercisable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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