

FreightCar America, Inc.
Form 4
January 17, 2014

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 *
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 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 X President and CEO
CHICAGO, IL 60606

Signatures

/s/ Kathleen M. Boege, as attorney 01/17/2014
in fact

**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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