FreightCar America, Inc. Form 4 November 17, 2006

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number: January 31,

Expires: 2005 Estimated average

0.5

burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Carroll John E Jr		rting Person *	Symbol	and Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
			FreightCar A	merica, Inc. [RAIL]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earlie	st Transaction				
			(Month/Day/Yea	ar)	X Director 10% Owner			
TWO NOR	ΓH RIVERS	IDE	11/15/2006		_X_ Officer (give title Other (specify			
PLAZA, SU	TITE 1250				below) below) President and CEO			
	(Street)		4. If Amendmen	t, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/	/Year)	Applicable Line)			
					X Form filed by One Reporting Person			
CHICAGO,	IL 60606				Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - N	on-Derivative Securities A	acquired, Disposed of, or Beneficially Owned			
1.Title of	2. Transaction	Date 2A. Deem	ned 3.	4. Securities Acquire	d 5. Amount of 6. 7. Nature			
α	(M. 1.17) /S	, r	DC T	(' (A) D' 1 C/T				

						-	´ •		·
1.Title of Security (Instr. 3)		Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of 6. Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(1115417-1)	
Common Stock	11/15/2006		S	54,968	D	\$ 56.2	40,184	D	
Common Stock	11/15/2006		S	35,139	D	\$ 56.64	5,045	D	
Common Stock	11/16/2006		S	5,045	D	\$ 56.5	0	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control

Edgar Filing: FreightCar America, Inc. - Form 4

number.

8. F Der Sec (Ins

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

1. Title of 2. Derivative Conversion		3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transactio	5. orNumber	6. Date Exerc Expiration D		7. Title and Amount of Underlying Securities		
Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/		(Instr. 3 and		
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (right to buy)	\$ 19					<u>(1)</u>	04/11/2015	Common Stock	109,936 (2)	

Reporting Owners

Reporting Owner Name / Address	Kelationships					
	Director	10% Owner	Officer	Other		

Carroll John E Jr

TWO NORTH RIVERSIDE PLAZA, SUITE 1250 X President and CEO

CHICAGO, IL 60606

Signatures

/s/ Kevin P. Bagby, as attorney-in-fact 11/17/2006

**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).
- On April 11, 2005, the recipient was granted an option for 164,904 shares, which were to vest in three equal annual installments (1) beginning on April 11, 2006. Pursuant to an agreement between the recipient and the issuer dated October 31, 2006, the third annual installment of 54,968 shares, which was scheduled to vest on April 11, 2008, will terminate on April 30, 2007 without vesting.
- (2) See Footnote #1.

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

Reporting Owners 2