FreightCar America, Inc. Form 4 March 01, 2016

FORM 4

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

OMB APPROVAL OMB 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Number: January 31, Expires:

2005

Form 4 or Form 5 obligations **SECURITIES**

Estimated average burden hours per response... 0.5

may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * McNeely Joseph E			2. Issuer Name and Ticker or Trading Symbol FreightCar America, Inc. [RAIL]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)			
			(Month/Day/Year)	X Director 10% Owner			
TWO NORTH RIVERSIDE PLAZA			02/29/2016	_X_ Officer (give title Other (special below)			
SUITE 1300				President and CEO			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
CHICAGO, IL 60606				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secu	rities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	ution Date, if Transactiomr Disposed of (D) Code (Instr. 3, 4 and 5)			(D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/29/2016		Code V P	Amount 1,667		Price \$ 14.8924	(Instr. 3 and 4) 29,767	D	
Common Stock	02/29/2016		P	1,667	A	\$ 14.8387	31,434	D	
Common Stock	02/29/2016		P	1,668	A	\$ 14.9179	33,102	D	
Common Stock	02/29/2016		P	1,684	A	\$ 14.8662	34,786	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)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transactic Code (Instr. 8)	5. oriNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			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
Performance shares	(1)					(2)	(2)	Common stock	11,351 (2)
Employee Stock Option (right to buy)	\$ 25.55					(3)	01/15/2024	Common stock	31,750
Employee Stock Option (right to buy)	\$ 20.39					<u>(4)</u>	10/04/2023	Common stock	75,000
Employee Stock Option (right to buy)	\$ 20.39					<u>(5)</u>	05/01/2023	Common stock	1,660
Employee Stock Option (right to buy)	\$ 24.56					<u>(6)</u>	01/18/2023	Common stock	8,500
Employee Stock Option (right to buy)	\$ 23.4					<u>(7)</u>	01/12/2022	Common stock	16,900
Employee Stock Option (right to buy)	\$ 29.88					<u>(8)</u>	01/13/2021	Common stock	12,600
Performance shares	(1)					<u>(9)</u>	<u>(9)</u>	Common stock	8,368 (9)

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/ Joseph E. 03/01/2016 McNeely

**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) Each performance share represents the right to receive, at settlement, one share of common stock subject to the Issuer's achievement of performance goals.
- Vesting of these performance shares depends on the Issuer's annual return on invested capital and basic earnings per share from January

 (2) 1, 2016 through December 31, 2018. The target number of performance shares is reported. Between 0% and 200% of the target number of shares may vest on December 31, 2018, with the vesting percentage determined based on actual performance.
- (3) On January 15, 2014, the recipient was granted 31,750 options. 21,166 stock options are fully vested and currently exercisable, 10,584 stock options will vest on January 15, 2017.
- (4) On October 4, 2013, the recipient was granted 75,000 options. 50,000 stock options are fully vested and currently exercisable, 25,000 stock options will vest on October 4, 2016.
- (5) On May 1, 2013, the recipient was granted 1,660 options. 1,106 stock options are fully vested and currently excersisable and 554 stock options will vest on May 1, 2016.
- (6) On January 18, 2013, the recipient was granted 8,500 options which are fully vested and currently exercisable.
- (7) On January 12, 2012, the recipient was granted 16,900 options which are fully vested and currently exercisable.
- (8) On January 13, 2011, the recipient was granted 12,600 options which are fully vested and currently exercisable.

Vesting of these performance shares depends on the Issuer's annual return on invested capital and basic earnings per share from January (9) 1, 2015 through December 31, 2017. The target number of performance shares is reported. Between 0% and 200% of the target number of shares may vest on December 31, 2017, with the vesting percentage determined based on actual performance.

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.

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