

Meyer James R
Form 4
November 13, 2017

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Meyer James R

(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)

11/09/2017

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)
			Code	V	Amount	(A) or (D) Price			
Common Stock	11/09/2017		P		100	A \$ 14.61	10,100	D	
Common Stock	11/09/2017		P		100	A \$ 14.61	10,200	D	
Common Stock	11/09/2017		P		100	A \$ 14.6	10,300	D	
Common Stock	11/09/2017		P		100	A \$ 14.6	10,400	D	
Common Stock	11/09/2017		P		200	A \$ 14.59	10,600	D	

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Common Stock	11/09/2017	P	300	A	\$ 14.59	10,900	D
Common Stock	11/09/2017	P	200	A	\$ 14.56	11,100	D
Common Stock	11/09/2017	P	100	A	\$ 14.51	11,200	D
Common Stock	11/09/2017	P	400	A	\$ 14.52	11,600	D
Common Stock	11/09/2017	P	100	A	\$ 14.51	11,700	D
Common Stock	11/09/2017	P	100	A	\$ 14.52	11,800	D
Common Stock	11/09/2017	P	500	A	\$ 14.54	12,300	D
Common Stock	11/09/2017	P	200	A	\$ 14.54	12,500	D
Common Stock	11/09/2017	P	400	A	\$ 14.54	12,900	D
Common Stock	11/09/2017	P	100	A	\$ 14.54	13,000	D
Common Stock	11/09/2017	P	100	A	\$ 14.54	13,100	D
Common Stock	11/09/2017	P	200	A	\$ 14.53	13,300	D
Common Stock	11/09/2017	P	200	A	\$ 14.52	13,500	D
Common Stock	11/09/2017	P	100	A	\$ 14.52	13,600	D
Common Stock	11/09/2017	P	100	A	\$ 14.46	13,700	D
Common Stock	11/09/2017	P	100	A	\$ 14.45	13,800	D
Common Stock	11/09/2017	P	700	A	\$ 14.44	14,500	D
Common Stock	11/09/2017	P	500	A	\$ 14.44	15,000	D

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

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(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)	8. F Der Sec (Ins	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 16.44					<u>(1)</u> 07/31/2027	Common stock		350,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Meyer James R TWO NORTH RIVERSIDE PLAZA SUITE 1300 CHICAGO, IL 60606	X President and CEO

Signatures

/s/ Georgia L. Vlamis, as attorney
in fact

11/13/2017

**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) The options vest and become exercisable based on a trailing 90-consecutive calendar day average closing price of one share of the Issuer's common stock (the "Stock Price") in the following proportions, provided the option holder remains continuously employed by the Issuer until the applicable vesting date: 34% of the shares subject to the option vest on the date the Stock Price is equal to or greater than \$5.00 per share above the exercise price, an additional 33% of the shares subject to the option vest on the date the Stock Price is equal to or greater than \$10.00 per share above the exercise price and the final 33% of the shares subject to the option vest on the date the Stock Price is equal to or greater than \$15.00 per share above the exercise price.

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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