

KOHNKE MATTHEW S

Form 4

March 11, 2019

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 *
KOHNKE MATTHEW S

(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)
03/07/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

VP, Finance, CFO, Treasurer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	03/07/2019		F ⁽¹⁾	232 D	\$ 7.94	32,761	D

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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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)	8. 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)	\$ 7.41					<u>(2)</u>	01/14/2029	Common stock	27,578
Employee Stock Option (right to buy)	\$ 16.66					<u>(3)</u>	01/12/2028	Common stock	44,584
Employee Stock Option (right to buy)	\$ 16.66					<u>(4)</u>	01/12/2028	Common stock	12,483
Performance shares	<u>(5)</u>					<u>(6)</u>	<u>(6)</u>	Common stock	4,466 (6)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KOHNKE MATTHEW S TWO NORTH RIVERSIDE PLAZA SUITE 1300 CHICAGO, IL 60606	VP, Finance, CFO, Treasurer

Signatures

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

03/11/2019

__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) Represents the exercise of a tax withholding right in connection with the vesting of 668 restricted shares that were issued in an exempt issuance pursuant to Rule 16b-3 under the Issuer's 2005 Long Term Incentive Plan.
- (2) On January 14, 2019 the recipient was granted 27,578 options which will vest in three equal annual installments beginning on January 14, 2020.
- (3)

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On January 12, 2018 the recipient was granted 44,584 options. 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.

- (4) On January 12, 2018, the recipient was granted 12,483 options. 4,161 stock options are fully vested and currently exercisable, 4,161 stock options will vest on January 12, 2020 and 4,161 stock options will vest on January 12, 2021.
- (5) 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

- (6) 1, 2017 through December 31, 2019. The target number of performance shares is reported. Between 0% and 200% of the target number of shares may vest on December 31, 2019, 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.

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