

FreightCar America, Inc.  
Form 4  
May 25, 2017

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BAUN THEODORE W.

(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)  
05/23/2017

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)

Chief Commercial Officer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock                    | 05/23/2017                           |  | S                              | 17  | D \$ 17.1   | 19,966   | D                                 |
| Common Stock                    | 05/23/2017                           |  | S                              | 250   | D \$ 17.1   | 19,716   | D                                 |
| Common Stock                    | 05/23/2017                           |  | S                              | 33  | D \$ 17.1   | 19,683   | D                                 |
| Common Stock                    | 05/23/2017                           |  | S                              | 100   | D \$ 17.1   | 19,583   | D                                 |
| Common Stock                    | 05/23/2017                           |  | S                              | 600   | D \$ 17.11  | 18,983   | D                                 |

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

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(9-02)

**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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Performance shares                         | (1)  |                                      |  |                                |   | (2) (2)  | Common stock  | 5,800 (2)                     |
| Employee Stock Option (right to buy)       | \$ 25.55   |                                      |  |                                |   | (3) 01/15/2024   | Common stock  | 14,575                        |
| Employee Stock Option (right to buy)       | \$ 24.56   |                                      |  |                                |   | (4) 01/18/2023   | Common stock  | 8,300                         |
| Employee Stock Option (right to buy)       | \$ 23.4  |                                      |  |                                |   | (5) 01/12/2022   | Common stock  | 16,400                        |
| Employee Stock Option (right to buy)       | \$ 29.88   |                                      |  |                                |   | (6) 01/13/2021   | Common stock  | 10,600                        |
| Employee Stock Option (right to buy)       | \$ 20.69   |                                      |  |                                |   | (7) 02/23/2020   | Common stock  | 7,250                         |
| Employee Stock Option (right to buy)       | \$ 17.84   |                                      |  |                                |   | (8) 05/12/2019   | Common stock  | 1,000                         |
| Employee Stock Option (right to buy)       | \$ 30.47   |                                      |  |                                |   | (9) 01/13/2018   | Common stock  | 1,650                         |
|  | (10)   |                                      |  |                                |   | (11) (11)  |   |                               |

|                    |      |      |      |              |               |
|--------------------|------|------|------|--------------|---------------|
| Performance shares |      |      |      | Common stock | 3,527<br>(11) |
| Performance shares | (12) | (13) | (13) | Common stock | 5,108<br>(13) |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| BAUN THEODORE W.<br>TWO NORTH RIVERSIDE PLAZA SUITE 1300<br>CHICAGO, IL 60606 |               |           | Chief Commercial Officer |       |

## Signatures

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

05/25/2017

\_\_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) 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 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.
- (3) On January 15, 2014 the recipient was granted 14,575 options which are fully vested and currently exercisable.
- (4) On January 18, 2013, the recipient was granted 8,300 options which are fully vested and currently exercisable.
- (5) On January 12, 2012, the recipient was granted 16,400 options which are fully vested and currently exercisable.
- (6) On January 13, 2011, the recipient was granted 10,600 options which are fully vested and currently exercisable.
- (7) On February 23, 2010, the recipient was granted 7,250 options which are fully vested and currently exercisable.
- (8) On May 12, 2009, the recipient was granted 1,000 options which are fully vested and currently exercisable.
- (9) On January 13, 2008, the recipient was granted 1,650 options which are fully vested and currently exercisable.
- (10) 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 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.
- (12) 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 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.
- (13) 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 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.

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.