

FURMAN WILLIAM A
Form 4
October 25, 2018

FORM 4

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

OMB APPROVAL

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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 *
FURMAN WILLIAM A

2. Issuer Name and Ticker or Trading Symbol
GREENBRIER COMPANIES INC
[GBX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

(Last) (First) (Middle)

C/O THE GREENBRIER COMPANIES, INC., ONE CENTERPOINTE DRIVE, SUITE 200

3. Date of Earliest Transaction (Month/Day/Year)
10/23/2018

(Street)

LAKE OSWEGO, OR 97035-8612

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 - GBX | 10/23/2018 | | M | | 67,480 ⁽¹⁾ | A | \$ 0 | 182,917 | I | By William A Furman Revocable Living Trust |
| Common stock - GBX | 10/23/2018 | | F | | 32,694 ⁽²⁾ | D | \$ 58.31 | 150,223 | I | By William A Furman Revocable Living |

Trust

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

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Restricted Stock Units | (3) | 10/23/2018 | | M | 58,500 (4) | (4) (4) | Common Stock 58,500 |
| Restricted Stock Units | (3) | 10/23/2018 | | A | 92,000 | (5) (5) | Common Stock 92,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| FURMAN WILLIAM A C/O THE GREENBRIER COMPANIES, INC. ONE CENTERPOINTE DRIVE, SUITE 200 LAKE OSWEGO, OR 97035-8612 | X | | President & CEO | |

Signatures

/s/ William A. Furman By Feng C. Grove
Attorney-in-fact

10/25/2018

__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) On March 30, 2016, the Reporting Person was awarded 58,500 performance-based restricted stock units ("RSUs"), including 29,250 RSUs subject to vesting based on the Issuer's achievement of adjusted EBITDA performance objectives and 29,250 RSUs subject to vesting based on the Issuer's achievement of ROE performance objectives. The Issuer achieved performance between target(goal) and

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stretch levels against the adjusted EBITDA performance objective and between threshold and target(goal) levels against the ROE performance objective, resulting in the Reporting Person being entitled to receive the number of shares of the Company's common stock equal to 163.1% and 67.6% of the adjusted EBITDA and ROE RSUs awarded to the Reporting Person, respectively. Accordingly, 67,480 shares of the Company's common stock were issued to the Reporting Person as of the determination date, October 23, 2018.

- Pursuant to the terms of the Restricted Stock Unit Award Agreement dated March 30, 2016, common shares otherwise issuable to the
- (2) Reporting Person upon vesting of the award were surrendered to the Company to settle the statutory withholding tax obligation incurred upon vesting of the award.
 - (3) Each RSU represents a contingent right to receive one share of GBX common stock.
 - (4) Pursuant to the terms of the Restricted Stock Unit Award Agreement dated March 30, 2016, 58,500 RSUs vested on October 23, 2018.
- One-half of the RSUs vest in two equal annual installments beginning on October 23, 2019 and the remaining one-half vest based upon
- (5) achievement of performance criteria. Vested shares will be delivered to the Reporting Person on the anniversary dates of the grant or upon a determination that the performance criteria have been met.

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.