

FreightCar America, Inc.
 Form 4
 January 17, 2017

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 *
 McNeely Joseph E

(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)
 01/12/2017

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)
				(A) or (D)	Price		
			Code	V	Amount	(D)	
Common Stock	01/12/2017		A ⁽¹⁾		13,333	A	
					\$ 0		
					(2)		
					48,119		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)

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)	Amount or Number of Shares	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance shares	(3)	01/12/2017		A(4)	13,333 (5)	(5)	(5)	Common stock	13,333
Employee Stock Option (right to buy)	\$ 25.55					(7)	01/15/2024	Common stock	31,750
Employee Stock Option (right to buy)	\$ 20.39					(8)	10/04/2023	Common stock	75,000
Employee Stock Option (right to buy)	\$ 20.39					(9)	05/01/2023	Common stock	1,660
Employee Stock Option (right to buy)	\$ 24.56					(10)	01/18/2023	Common stock	8,500
Employee Stock Option (right to buy)	\$ 23.4					(11)	01/12/2022	Common stock	16,900
Employee Stock Option (right to buy)	\$ 29.88					(12)	01/13/2021	Common stock	12,600
Performance shares	(13)					(14)	(14)	Common stock	8,368 (14)
Performance shares	(15)					(16)	(16)	Common stock	11,350 (16)

Reporting Owners

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

Signatures

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

01/17/2017

__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) Exempt issuance of restricted shares under Rule 16(b)-3 pursuant to the Issuer's 2005 Long Term Incentive Plan. These shares were granted on January 12, 2017 and will vest on January 12, 2020. The restricted shares are subject to certain restrictions (including possible forfeiture).
- (2) The restricted shares were granted pursuant to the Issuer's 2005 Long Term Incentive Plan, for which no consideration was paid by the recipient.
- (3) Each performance share represents the right to receive, at settlement, one share of common stock subject to the Issuer's achievement of performance goals.
- (4) Exempt issuance of performance shares under Rule 16(b)-3 pursuant to the Issuer's 2005 Long Term Incentive Plan.
- (5) 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.
- (6) Performance shares were granted pursuant to the Issuer's 2005 Long Term Incentive Plan, for which no consideration was paid by the recipient.
- (7) 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.
- (8) On October 4, 2013, the recipient was granted 75,000 options which are fully vested and currently exercisable.
- (9) On May 1, 2013, the recipient was granted 1,660 options which are fully vested and currently exercisable.
- (10) On January 18, 2013, the recipient was granted 8,500 options which are fully vested and currently exercisable.
- (11) On January 12, 2012, the recipient was granted 16,900 options which are fully vested and currently exercisable.
- (12) On January 13, 2011, the recipient was granted 12,600 options which are fully vested and currently exercisable.
- (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.
- (14) 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.
- (15) Each performance share represents the right to receive, at settlement, one share of common stock subject to the Issuer's achievement of performance goals.
- (16) 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.