

McCarthy Thomas P
Form 4
January 23, 2013

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 *
McCarthy Thomas P

(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)

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)

SVP, Human Resources

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	01/18/2013		A ⁽¹⁾	V Amount (A) or (D) Price 2,480 A \$ 0 (2)	6,636	D	

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

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information contained in this form are not
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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. D S (
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 24.56	01/18/2013		A ⁽³⁾		6,700		⁽⁴⁾	01/18/2023	Common stock	6,700
Employee Stock Option (right to buy)	\$ 23.4							⁽⁶⁾	01/12/2022	Common stock	13,700
Employee Stock Option (right to buy)	\$ 29.88							⁽⁷⁾	01/13/2021	Common stock	10,500
Employee Stock Option (right to buy)	\$ 20.69							⁽⁸⁾	02/23/2020	Common stock	7,250
Employee Stock Option (right to buy)	\$ 30.47							⁽⁹⁾	01/13/2018	Common stock	10,540

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
McCarthy Thomas P TWO NORTH RIVERSIDE PLAZA SUITE 1300 CHICAGO, IL 60606	SVP, Human Resources

Signatures

/s/ Kathleen M. Boege, as attorney
in fact

01/23/2013

__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).

Exempt issuance of restricted shares under Rule 16(b)-3 pursuant to the Issuer's 2005 Long Term Incentive Plan. These shares were

- (1) granted on January 18, 2013 and will vest in three equal annual installments beginning on January 18, 2014. 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) Exempt issuance of options under Rule 16(b)-3 pursuant to the Issuer's 2005 Long Term Incentive Plan
- (4) The options vest in three equal annual installments beginning on January 18, 2014.
- (5) The options were granted pursuant to the Issuer's 2005 Long term Incentive Plan, for which no consideration was paid by the recipient.
- (6) On January 12, 2012, the recipient was granted 13,700 options. 4,566 stock options are fully vested and currently exercisable, 4,566 stock options will vest on January 12, 2014 and 4,568 stock options will vest on January 12, 2015.
- (7) On January 13, 2011, the recipient was granted 10,500 options. 7,000 stock options are fully vested and currently exercisable and 3,500 stock options will vest on January 13, 2014.
- (8) On February 23, 2010, the recipient was granted 7,250 options. 4,832 stock options are fully vested and currently exercisable and 2,418 stock options will vest on February 23, 2013.
- (9) On January 13, 2008, the recipient was granted 10,540 options which are fully vested and currently exercisable.

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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