

FreightCar America, Inc.  
Form 4  
April 13, 2005

**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  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Kehler Dean C

(Last) (First) (Middle)

C/O TRIMARAN CAPITAL  
PARTNERS, 622 THIRD AVENUE,  
35TH FLOOR

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

FreightCar America, Inc. [RAIL]

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

04/11/2005

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

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)
Series A Voting Preferred Stock <sup>(1)</sup>	04/01/2005		D	70	D \$ 516.3 0	I	I <sup>(2)</sup>
Series A Voting Preferred Stock	04/11/2005		D	102	D \$ 516.3 0	I	I <sup>(3)</sup>
Series A Voting Preferred	04/11/2005		D	2,500	D \$ 997.87 0	I	I <sup>(4)</sup>

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Stock								
Series B Non-Voting Preferred Stock	04/11/2005	D	677.349	D	\$ 997.87	0	I	I <u>(5)</u>
Series B Non-Voting Preferred Stock	04/11/2005	D	43.734	D	\$ 997.87	0	I	I <u>(6)</u>
Series B Non-Voting Preferred Stock	04/11/2005	D	285.183	D	\$ 997.87	0	I	I <u>(7)</u>
Series B Non-Voting Preferred Stock	04/11/2005	D	441.056	D	\$ 997.87	0	I	I <u>(8)</u>
Series B Non-Voting Preferred Stock	04/11/2005	D	481.178	D	\$ 997.87	0	I	I <u>(9)</u>
Series B Non-Voting Preferred Stock	04/11/2005	D	321.5	D	\$ 997.87	0	I	I <u>(4)</u>
Common Stock						138,222	I	I <u>(5)</u>
Common Stock						8,925	I	I <u>(6)</u>
Common Stock						58,196	I	I <u>(7)</u>
Common Stock						90,003	I	I <u>(8)</u>
Common Stock						98,190	I	I <u>(9)</u>
Common Stock						14,285	I	I <u>(2)</u>
Common Stock						20,815	I	I <u>(3)</u>
Common Stock						575,763	I	I <u>(4)</u>

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 displays a currently valid OMB control number.**

SEC 1474  
(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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Kehler Dean C  
C/O TRIMARAN CAPITAL PARTNERS  
622 THIRD AVENUE, 35TH FLOOR  
NEW YORK, NY 10017

X

## Signatures

/s/ John Papachristos, Name: John Papachristos, Title: Attorney-In-Fact for DEAN C. KEHLER

04/13/2005

\_\_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) This report is filed by Dean C. Kehler, a managing member of (i) Trimaran Investments II, L.L.C. ("Trimaran II"), the managing member of Trimaran Fund II, L.L.C., Trimaran Capital, L.L.C. and Trimaran Parallel Fund II, L.P., and the party with sole power to vote and dispose of shares held by CIBC Employee Private Equity Fund (Trimaran) Partners and CIBC Capital Corporation, (ii) Trimaran Advisors, L.L.C., the investment advisor to Caravelle Investment Fund, L.L.C. and (iii) Trimaran Fund Management, L.L.C. The reported securities are or were directly owned by Trimaran Fund II, L.L.C., Trimaran Capital, L.L.C., Trimaran Parallel Fund II, L.P., CIBC Employee Private Equity Fund (Trimaran) Partners, CIBC Capital Corporation, Trimaran Advisors, L.L.C., Trimaran Fund Management, L.L.C. and Caravelle Investment Fund, L.L.C. The Reporting Person on this Form 4 disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein
- (2) Shares directly held by Trimaran Fund Management, L.L.C.

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- (3) Shares directly held by Trimaran Advisors, L.L.C.
- (4) Shares directly held by Caravelle Investment Fund, L.L.C.
- (5) Shares directly held by Trimaran Fund II, L.L.C.
- (6) Shares directly held by Trimaran Capital, L.L.C.
- (7) Shares directly held by Trimaran Parallel Fund II, L.P.
- (8) Shares directly held by CIBC Employee Private Equity Fund (Trimaran) Partners
- (9) Shares directly held by CIBC Capital Corporation

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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