

KOHNKE MATTHEW S
 Form 4
 March 09, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
KOHNKE MATTHEW S

2. Issuer Name and Ticker or Trading Symbol
FreightCar America, Inc. [RAIL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
**TWO NORTH RIVERSIDE PLAZA
 SUITE 1300**

3. Date of Earliest Transaction (Month/Day/Year)
03/08/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP, Finance, CFO, Treasurer

(Street)
CHICAGO, IL 60606

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 03/08/2018 | | F(1) | 231 D | \$ 14.435 | 19,231 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (right to buy) | \$ 16.66 | | | | | (2) 01/12/2028 | Common stock | 44,584 |
| Employee Stock Option (right to buy) | \$ 16.66 | | | | | (3) 01/12/2028 | Common stock | 12,483 |
| Performance shares | (4) | | | | | (5) (5) | Common stock | 4,466 (5) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KOHNKE MATTHEW S TWO NORTH RIVERSIDE PLAZA SUITE 1300 CHICAGO, IL 60606 | | | VP, Finance, CFO, Treasurer | |

Signatures

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

03/09/2018

__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) Represents the exercise of a tax withholding right in connection with the vesting of 666 restricted shares that were issued in an exempt issuance pursuant to Rule 16b-3 under the Issuer's 2005 Long Term Incentive Plan.

On January 12, 2018 the recipient was granted 44,584 options. The options vest and become exercisable based on a trailing 90-consecutive calendar day average closing price of one share of the Issuer's common stock (the "Stock Price") in the following proportions, provided the option holder remains continuously employed by the Issuer until the applicable vesting date: 34% of the shares

(2) subject to the option vest on the date the Stock Price is equal to or greater than \$5.00 per share above the exercise price, an additional 33% of the shares subject to the option vest on the date the Stock Price is equal to or greater than \$10.00 per share above the exercise price and the final 33% of the shares subject to the option vest on the date the Stock Price is equal to or greater than \$15.00 per share above the exercise price.

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- (3) On January 12, 2018 the recipient was granted 12,483 options which will vest in three equal annual installments beginning on January 12, 2019.
- (4) 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.
- (5)

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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