

FreightCar America, Inc.
 Form 4
 January 17, 2014

FORM 4

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

OMB APPROVAL

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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

(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)
 01/15/2014

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)

SVP, Human Resources

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)
Common Stock				(A) or (D)	6,636	D	

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)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 25.55	01/15/2014		A ⁽¹⁾	13,325	<u>(2)</u>	01/15/2024	Common stock	13,325
Employee Stock Option (right to buy)	\$ 24.56					<u>(4)</u>	01/18/2023	Common stock	6,700
Employee Stock Option (right to buy)	\$ 23.4					<u>(5)</u>	01/12/2022	Common stock	13,700
Employee Stock Option (right to buy)	\$ 29.88					<u>(6)</u>	01/13/2021	Common stock	10,500
Employee Stock Option (right to buy)	\$ 20.69					<u>(7)</u>	02/23/2020	Common stock	7,250
Employee Stock Option (right to buy)	\$ 30.47					<u>(8)</u>	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

01/17/2014

__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 options under Rule 16(b)-3 pursuant to the Issuer's 2005 Long Term Incentive Plan
- (2) The options vest in three equal annual installments beginning on January 15, 2015.
- (3) The options were granted pursuant to the Issuer's 2005 Long term Incentive Plan, for which no consideration was paid by the recipient.
- (4) On January 18, 2013 the recipient was granted 6,700 options which vest in three equal annual installments beginning on January 18, 2014.
- (5) On January 12, 2012, the recipient was granted 13,700 options. 9,132 stock options are fully vested and currently exercisable and 4,568 stock options will vest on January 12, 2015.
- (6) On January 13, 2011, the recipient was granted 10,500 options which are fully vested and currently exercisable.
- (7) On February 23, 2010, the recipient was granted 7,250 options which are fully vested and currently exercisable.
- (8) 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. 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.