

Whalen Edward J
Form 4
January 23, 2013

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 *
Whalen Edward J

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/18/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

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 Ownership (Instr. 4)			
				(A) or (D)	Price					
			Code	V	Amount					
Common Stock	01/18/2013		A ⁽¹⁾		4,130	A	\$ 0 <u>(2)</u>	4,130	D	
Common Stock					26,000		<u>(3)</u>		D	

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

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(9-02)

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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)		
				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 ⁽⁴⁾	11,200	⁽⁵⁾	01/18/2023	Common stock	11,200
Employee Stock Option (right to buy)	\$ 23.4					⁽⁷⁾	01/12/2022	Common stock	19,600
Employee Stock Option (right to buy)	\$ 29.88					⁽⁸⁾	01/13/2021	Common stock	15,000
Employee Stock Option (right to buy)	\$ 20.69					⁽⁹⁾	02/23/2020	Common stock	7,250
Employee Stock Option (right to buy)	\$ 19.96					⁽¹⁰⁾	01/26/2020	Common stock	200,000

Reporting Owners

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

Signatures

/s/ Laurence M. Trusdell, 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).
- (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 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) These shares are held in the Edward J. Whalen Descendants Trust for which the reporting person is the settlor and sole trustee and maintains full investment discretion. The reporting person's son is the sole beneficiary of the trust.
 - (4) Exempt issuance of options under Rule 16(b)-3 pursuant to the Issuer's 2005 Long Term Incentive Plan
 - (5) The options vest in three equal annual installments beginning on January 18, 2014.
 - (6) The options were granted pursuant to the Issuer's 2005 Long term Incentive Plan, for which no consideration was paid by the recipient.
 - (7) On January 12, 2012, the recipient was granted 19,600 options. 6,533 stock options are fully vested and currently exercisable, 6,533 stock options will vest on January 12, 2014 and 6,534 stock options will vest on January 12, 2015.
 - (8) On January 13, 2011, the recipient was granted 15,000 options. 10,000 stock options are fully vested and currently exercisable and 5,000 stock options will vest on January 13, 2014.
 - (9) 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.
 - (10) On January 26, 2010, the recipient was granted 200,000 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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