FreightCar America, Inc. Form 4 January 25, 2007

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

3235-0287 Number: January 31,

Expires:

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\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

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response... 0.5

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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

may continue. See Instruction

1(b).

(Print or Type Responses)

1 Name and Address of Day - win - D

Bagby Kevin P	2. Issuer Name <b>and</b> Ticker or Trading Symbol	S. Relationship of Reporting Person(s) to Issuer			
	FreightCar America, Inc. [RAIL]	(Check all applicable)			
(Last) (First) (Middle)	3. Date of Earliest Transaction				
	(Month/Day/Year)	Director 10% Owner			
TWO NORTH RIVERSIDE	01/25/2007	_X_ Officer (give title _X_ Other (specify			
PLAZA, SUITE 1250		below) below) VP, Finance, CFO, Treasurer / Secretary			
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
	Filed(Month/Day/Year)	Applicable Line)			

CHICAGO, IL 60606

(State)

(Zip)

(City)

(- 3)	(******)	1 able	I - Non-De	erivative S	ecuri	ties Ac	quirea, Disposea (	oi, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ties		5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	nAcquired	(A) o	r	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (D)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership	
							Following	(Instr. 4)	(Instr. 4)
					( )		Reported		
					(A)		Transaction(s)		
			C = V	A	or	ъ.	(Instr. 3 and 4)		
_			Code V	Amount	(D)	Price			
Common	01/25/2007		A(1)	5,000	A	\$ 0 (2)	5,000	D	
Stock						(2)			

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: FreightCar America, Inc. - Form 4

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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year) ge s l		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pri Deriv Secu (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (right to buy)	\$ 19					(3)	04/11/2015	Common Stock	43,975	

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Bagby Kevin P TWO NORTH RIVERSIDE PLAZA, SUITE 1250 CHICAGO, IL 60606

VP, Finance, CFO, Treasurer Secretary

## **Signatures**

/s/ Kevin P. 01/25/2007 Bagby

\*\*Signature of Date
Reporting Person

## **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 16b-3 pursuant to the Issuer's 2005 Long Term Incentive Plan. 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 recipient.
- (3) April 11, 2007 and April 11, 2008. On April 11, 2005, the recipient was granted 65,962 options, which vest in three equal annual installments beginning on April 11, 2006.

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.

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