#### SODERSTROM S CARL JR

Form 4 May 13, 2011

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

subject to Section 16. Form 4 or Form 5 obligations

if no longer

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

1(b).

(Print or Type Responses)

may continue.

See Instruction

1. Name and Address of Reporting Person * SODERSTROM S CARL JR			2. Issuer Name <b>and</b> Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer				
			FreightCar America, Inc. [RAIL]					(Check all applicable)				
(Last)	(First) (1	Middle)	3. Date of Earliest Transaction									
			(Month/Day/Year)					_X_ Director		6 Owner		
TWO RIVERSIDE PLAZA, SUITE 1250			05/11/2011					Officer (giv	ve title Oth below)	er (specify		
	(Street) 4. If A				e Original			6. Individual or Joint/Group Filing(Check				
				Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table	I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned		
1.Title of	2. Transaction Dat	te 2A. Dee	emed	3.	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Year)	Ionth/Day/Year) Execution Date, if			* * *				Securities Form: Direct Indirect			
(Instr. 3)		any		Code	Disposed of (D)			Beneficially (D) or Beneficia				
		(Month/	Day/Year) (Instr. 8) (Instr. 3, 4 and 5)		Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)					
				Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(msu. +)	(msu. 4)		
Common Stock	05/11/2011			A(1)	1,562	A	$\frac{$0}{(2)}$	5,813	D			

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)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						Ì
					4, and 5)						
									Amount		
						Date Exercisable	Expiration Date	Title N	or		
									Number		
									of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

**Relationships** Reporting Owner Name / Address

> Director 10% Owner Officer Other

SODERSTROM S CARL JR TWO RIVERSIDE PLAZA, SUITE 1250 X CHICAGO, IL 60606

## **Signatures**

/s/ Laurence M. Trusdell, as attorney in fact

05/13/2011

\*\*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.
- The restricted shares were granted pursuant to the Issuer's 2005 Long Term Incentive Plan, for which no consideration was paid by the recipient. The restricted shares represent shares granted as part of the annual retainer for serving as director of the Issuer. The shares will **(2)** vest at the close of business on the earlier of (i) May 11, 2012 or (ii) the last trading day before the date of the Company's 2012 annual meeting of shareholders.

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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