

McCarthy Thomas P
Form 3
May 21, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|---|---|---|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>McCarthy Thomas P</p> <p>(Last) (First) (Middle)</p> <p>TWO NORTH RIVERSIDE PLAZA SUITE 1250</p> <p>(Street)</p> <p>CHICAGO, IL 60606</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/13/2009</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>FreightCar America, Inc. [RAIL]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) SVP, Human Resources</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|---|--|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 1,069 | D | ^ |
| Common Stock | 2,333 ⁽¹⁾ | D | ^ |
| Common Stock | 1,073 ⁽²⁾ | D | ^ |
| Common Stock | 650 ⁽³⁾ | D | ^ |

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

SEC 1473 (7-02)

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

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--|--|--|---|
| | Date Exercisable Expiration Date | Title | Amount or Number of Shares | | |
| Employee Stock Option (right to buy) | Â (4) 01/13/2018 | Common Stock | 10,540 \$ 30.47 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| McCarthy Thomas P TWO NORTH RIVERSIDE PLAZA SUITE 1250 CHICAGO, IL 60606 | Â | Â | Â SVP, Human Resources | Â |

Signatures

/s/ Laurence M. Trusdell, as attorney
in fact 05/21/2009

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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. These shares were granted on June 4, 2007 and will vest in two equal annual installments beginning on June 4, 2009. The restricted shares are subject to certain restrictions (including possible forfeiture).
- (2) Exempt issuance of restricted shares under Rule 16b-3 pursuant to the Issuer's 2005 Long Term Incentive Plan. These shares were granted on January 13, 2008 and will vest in two equal annual installments beginning on January 13, 2010. The restricted shares are subject to certain restrictions (including possible forfeiture).
- (3) Exempt issuance of restricted shares under Rule 16b-3 pursuant to the Issuer's 2005 Long Term Incentive Plan. These shares were granted on May 12, 2009 and will vest in three equal annual installments beginning on May 12, 2010. The restricted shares are subject to certain restrictions (including possible forfeiture).
- (4) 3,514 stock options are fully vested and currently exercisable, 3,513 stock options will vest on January 13, 2010 and 3,513 stock options will vest on January 13, 2011.

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.