

GREENBRIER COMPANIES INC
Form 4
October 21, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Hannan Walter T.

2. Issuer Name and Ticker or Trading Symbol
GREENBRIER COMPANIES INC
[GBX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
10/19/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP & CHRO

C/O THE GREENBRIER COMPANIES, INC., ONE CENTERPOINTE DRIVE, SUITE 200

(Street)

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

LAKE OSWEGO, OR 97035

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (D) Price | | | |
| Common stock - GBX | 10/19/2016 | | M | 5,516 (1) A \$ 0 | 20,799.262 (2) | D | |
| Common stock - GBX | 10/19/2016 | | F | 2,004 (3) D \$ 35.55 | 18,795.262 | D | |
| Common stock - GBX | | | | | 2,681 | I | By Reliance Trust Company as |

Trustee for
Nonqualified
Deferred
Compensation
Plan for
Employees

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

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SEC 1474
(9-02)

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) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Units | (4) | 10/19/2016 | | M | 2,758 | (5) (5) | Common Stock | 2,758 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Hannan Walter T.
C/O THE GREENBRIER COMPANIES, INC.
ONE CENTERPOINTE DRIVE, SUITE 200
LAKE OSWEGO, OR 97035

SVP & CHRO

Signatures

/s/ Walter T. Hannan By Feng C. Grove
Attorney-in-fact

10/21/2016

__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).

On May 5, 2014, the Reporting Person was awarded 2,758 performance-based restricted stock units ("RSUs"), including 1,379 RSUs subject to vesting based on the Issuer's achievement of adjusted EBITDA performance objectives and 1,379 RSUs subject to vesting based on the issuer's achievement of ROE performance objectives. The issuer achieved performance above the stretch level against the

- (1) adjusted EBITDA performance objectives and achieved performance above the stretch level against the ROE performance objectives, resulting in the Reporting Person being entitled to receive the number of shares of the Company's common stock equal to 200% and 200% of the adjusted EBITDA and ROE RSUs awarded to the Reporting Person, respectively. Accordingly, 5,516 shares of the Company's common stock were issued to the Reporting Person as of the determination date, October 19, 2016.

Amount of securities beneficially owned following reported transaction(s) includes 14,412 shares acquired through participation in the

- (2) Greenbrier Companies Employee Stock Purchase Plan. These shares were acquired at various dates and reflect acquisitions through October 2016.

Pursuant to the terms of the Restricted Stock Unit Award Agreement dated May 5, 2014, common shares otherwise issuable to the

- (3) Reporting Person upon vesting of the award were surrendered to the Company to settle the statutory withholding tax obligation incurred upon vesting of the award.

- (4) Each RSU represents a contingent right to receive one share of GBX common stock.

- (5) Pursuant to the terms of the Restricted Stock Unit Award Agreement dated May 5, 2014, 2,758 RSUs vested on October 19, 2016.

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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