

FreightCar America, Inc.
Form 4
October 18, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
Trimaran Investments II, L.L.C.

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)

3. Date of Earliest Transaction
(Month/Day/Year)
09/21/2005

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

C/O TRIMARAN CAPITAL PARTNERS, 622 THIRD AVENUE, 35TH FLOOR

(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

NEW YORK, NY 10017

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 09/21/2005 | | S | D | 500,663 | \$ 40.5 | 75,100 I I (1) |
| Common Stock | 09/21/2005 | | S | D | 119,772 | \$ 40.5 | 17,966 I I (2) |
| Common Stock | 09/21/2005 | | S | D | 6,844 | \$ 40.5 | 1,026 I I (3) |
| Common Stock | 09/21/2005 | | S | D | 51,331 | \$ 40.5 | 7,699 I I (4) |
| Common Stock | 09/21/2005 | | S | D | 78,707 | \$ 40.5 | 11,806 I I (5) |

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| | | | | | | | | |
|--------------|------------|---|--------|---|---------|--------|---|--------------|
| Common Stock | 09/21/2005 | S | 85,551 | D | \$ 40.5 | 12,834 | I | I <u>(6)</u> |
| Common Stock | 09/21/2005 | S | 12,422 | D | \$ 40.5 | 1,863 | I | I <u>(7)</u> |
| Common Stock | 09/21/2005 | S | 18,100 | D | \$ 40.5 | 2,715 | I | I <u>(8)</u> |
| Common Stock | 10/07/2005 | S | 75,100 | D | \$ 40.5 | 0 | I | I <u>(1)</u> |
| Common Stock | 10/07/2005 | S | 17,966 | D | \$ 40.5 | 0 | I | I <u>(2)</u> |
| Common Stock | 10/07/2005 | S | 1,026 | D | \$ 40.5 | 0 | I | I <u>(3)</u> |
| Common Stock | 10/07/2005 | S | 7,699 | D | \$ 40.5 | 0 | I | I <u>(4)</u> |
| Common Stock | 10/07/2005 | S | 11,806 | D | \$ 40.5 | 0 | I | I <u>(5)</u> |
| Common Stock | 10/07/2005 | S | 12,834 | D | \$ 40.5 | 0 | I | I <u>(6)</u> |
| Common Stock | 10/07/2005 | S | 1,863 | D | \$ 40.5 | 0 | I | I <u>(7)</u> |
| Common Stock | 10/07/2005 | S | 2,715 | D | \$ 40.5 | 0 | I | I <u>(8)</u> |

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 of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Trimaran Investments II, L.L.C. C/O TRIMARAN CAPITAL PARTNERS 622 THIRD AVENUE, 35TH FLOOR NEW YORK, NY 10017 | X | | | |

Signatures

/s/ John Papachristos, 10/18/2005
 Attorney-In-Fact

__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) Shares directly held by Caravelle Investment Fund, L.L.C.
- (2) Shares directly held by Trimaran Fund II, L.L.C.
- (3) Shares directly held by Trimaran Capital, L.L.C.
- (4) Shares directly held by Trimaran Parallel Fund II, L.P.
- (5) Shares directly held by CIBC Employee Private Equity Fund (Trimaran) Partners
- (6) Shares directly held by CIBC Capital Corporation
- (7) Shares directly held by Trimaran Fund Management, L.L.C.
- (8) Shares directly held by Trimaran Advisors, L.L.C.

Remarks:

(1) This report is filed by Trimaran Investments II, L.L.C. ("Trimaran II"). Trimaran II, together with Trimaran Fund II, L.L.C., Trimaran Capital, L.L.C., Trimaran Parallel Fund II, L.P., CIBC Employee Private Equity Fund (Trimaran) Partners, CIBC Capital Corporation, Trimaran Advisors, L.L.C., Trimaran Fund Management, L.L.C. and Caravelle Investment Fund, L.L.C. are members of a Section 13(d) "group." The reported securities are or were directly owned by Trimaran Fund II, L.L.C., Trimaran Capital, L.L.C., Trimaran Parallel Fund II, L.P., CIBC Employee Private Equity Fund (Trimaran) Partners, CIBC Capital Corporation, Trimaran Advisors, L.L.C., Trimaran Fund Management, L.L.C. and Caravelle Investment Fund, L.L.C. Trimaran II is the managing member of Trimaran Fund II, L.L.C., Trimaran Capital, L.L.C. and Trimaran Parallel Fund II, L.L.C., and has sole power to vote and dispose of shares held by CIBC Employee Private Equity Fund (Trimaran) Partners and CIBC Capital Corporation. Trimaran Advisors, L.L.C. and Trimaran Fund Management, L.L.C. are affiliated entities. Trimaran II may be deemed a director by deputization as a result of Jay R. Bloom, a managing member of Trimaran, II, and Mark D. Dalton, who is employed by Trimaran II, serving on FreightCar's board of directors.

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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