

GREENBRIER COMPANIES INC
 Form 4
 February 03, 2014

FORM 4

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

OMB APPROVAL

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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 *
 WASHBURN DONALD A

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)
 C/O GREENBRIER COMPANIES,, ONE CENTERPOINTE DRIVE, SUITE 200

3. Date of Earliest Transaction (Month/Day/Year)
 01/31/2014

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

(Street)
 LAKE OSWEGO, OR 97035-8612

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

(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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common stock - GBX	01/31/2014		S		100 D \$ 36.78	46,265	D
Common stock - GBX	01/31/2014		S		200 D \$ 36.8	46,065	D
Common stock - GBX	01/31/2014		S		300 D \$ 36.825	45,765	D

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Common stock - GBX	01/31/2014	S	100	D	\$ 36.84	45,665	D
Common stock - GBX	01/31/2014	S	200	D	\$ 36.85	45,465	D
Common stock - GBX	01/31/2014	S	400	D	\$ 36.855	45,065	D
Common stock - GBX	01/31/2014	S	200	D	\$ 36.858	44,865	D
Common stock - GBX	01/31/2014	S	400	D	\$ 36.86	44,465	D
Common stock - GBX	01/31/2014	S	500	D	\$ 36.869	43,965	D
Common stock - GBX	01/31/2014	S	100	D	\$ 36.87	43,865	D
Common stock - GBX	01/31/2014	S	700	D	\$ 36.8701	43,165	D
Common stock - GBX	01/31/2014	S	300	D	\$ 36.88	42,865	D
Common stock - GBX	01/31/2014	S	200	D	\$ 36.885	42,665	D
Common stock - GBX	01/31/2014	S	200	D	\$ 36.89	42,465	D
Common stock - GBX	01/31/2014	S	300	D	\$ 36.895	42,165	D
Common stock - GBX	01/31/2014	S	200	D	\$ 36.905	41,965	D
Common stock - GBX	01/31/2014	S	450	D	\$ 36.92	41,515	D
Common stock -	01/31/2014	S	200	D	\$ 36.9225	41,315	D

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GBX

Common stock - GBX	01/31/2014	S	100	D	\$ 36.9675	41,215	D
Common stock - GBX	01/31/2014	S	100	D	\$ 36.975	41,115	D
Common stock - GBX	01/31/2014	S	100	D	\$ 36.9775	41,015	D
Common stock - GBX	01/31/2014	S	100	D	\$ 36.98	40,915	D
Common stock - GBX	01/31/2014	S	100	D	\$ 36.99	40,815	D
Common stock - GBX	01/31/2014	S	100	D	\$ 36.9925	40,715	D
Common stock - GBX	01/31/2014	S	500	D	\$ 36.995	40,215	D
Common stock - GBX	01/31/2014	S	1,200	D	\$ 37	39,015	D
Common stock - GBX	01/31/2014	S	300	D	\$ 37.03	38,715	D
Common stock - GBX	01/31/2014	S	500	D	\$ 37.0395	38,215	D
Common stock - GBX	01/31/2014	S	100	D	\$ 37.04	38,115	D
Common stock - GBX	01/31/2014	S	150	D	\$ 37.05	37,965	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. Nu
				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

WASHBURN DONALD A
C/O GREENBRIER COMPANIES,
ONE CENTERPOINTE DRIVE, SUITE 200
LAKE OSWEGO, OR 97035-8612

X

Signatures

/s/ Donald A. Washburn By Robert W. Shank
Attorney-in-fact

02/03/2014

__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).

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.