

HEYER ANDREW R
Form 4
April 08, 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 *
HEYER ANDREW R

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
FreightCar America, Inc. [RAIL]

3. Date of Earliest Transaction
(Month/Day/Year)
04/06/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | 04/06/2005 | | S | 234,319 D | \$ 19 138,222 | I (1) | I (1) |
| Common Stock | 04/06/2005 | | S | 15,129 D | \$ 19 8,925 | I (2) | I (2) |
| Common Stock | 04/06/2005 | | S | 98,655 D | \$ 19 58,196 | I (3) | I (3) |
| Common Stock | 04/06/2005 | | S | 152,578 D | \$ 19 90,003 | I (4) | I (4) |
| Common Stock | 04/06/2005 | | S | 166,458 D | \$ 19 98,190 | I (5) | I (5) |

Edgar Filing: HEYER ANDREW R - Form 4

| | | | | | | | | |
|--------------|------------|---|---------|---|-------|---------|-------|-------|
| Common Stock | 04/06/2005 | S | 24,215 | D | \$ 19 | 14,285 | I (6) | I (6) |
| Common Stock | 04/06/2005 | S | 35,285 | D | \$ 19 | 20,815 | I (7) | I (7) |
| Common Stock | 04/06/2005 | S | 976,022 | D | \$ 19 | 575,763 | I (8) | I (8) |

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.

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 Owned Beneficially (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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

HEYER ANDREW R
C/O TRIMARAN CAPITAL PARTNERS
622 THIRD AVENUE, 35TH FLOOR
NEW YORK, NY 10017

X

Signatures

/s/ John Papachristos, John Papachristos, Attorney-In-Fact for Andrew R. Heyer

04/08/2005

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

Remarks:

This report is filed by Andrew R. Heyer, a managing member of (i) Trimaran Investments II, L.L.C. ("Trimaran II"), the managing member of Trimaran Fund II, L.L.C., Trimaran Capital, L.L.C. and Trimaran Parallel Fund II, L.P., and the party with sole power to vote and dispose of shares held by CIBC Employee Private Equity Fund (Trimaran) Partners and CIBC Capital Corporation, (ii) Trimaran Advisors, L.L.C., the investment advisor to Caravelle Investment Fund, L.L.C. and (iii) Trimaran Fund Management, L.L.C. The reported securities are 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. The Reporting Person on this Form disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

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.