Edgar Filing: SODERSTROM S CARL JR - Form 4

Form 4	OM S CARL JR		Ū									
January 09, 2	006											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION									т	OMB APPROVAL		
Washingto					TIES AND EXCHANGE COMMISS ington, D.C. 20549				OMB Number:	3235-0287		
Check this box if no longer									Expires:	January 31, 2005		
subject to Section 16		STATEMENT OF CHANGES IN BENEFICIAL OWNE SECURITIES							Estimated a burden hou	average Irs per		
Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,									response	0.5		
obligation	^s Section 17						-		m			
<i>See</i> Instruction 30(h) of the Investment Company Act of 1940												
1(b).												
(Print or Type R	esponses)											
1. Name and Address of Reporting Person * 2. Issuer Name and Ticke SODERSTROM S CARL JR Symbol FreightCar America, I				Ticker or 7	Cicker or Trading5. Relationship ofIssuer			f Reporting Person(s) to				
				htCar America, Inc. [RAIL]				(Charle all applicable)				
(Last)	(First) ((Middle)	3. Date of	of Earliest Transaction				(Check all applicable)				
(Month/D				h/Day/Year)			_X_Director10% Owner					
TWO NORTH RIVERSIDE 01/05/20				.006			Officer (give title Other (specify below) below)					
PLAZA, SU	TE 1250							,	,			
				nendment, Date Original			6. Individual or Joint/Group Filing(Check					
				Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person				
CHICAGO,	IL 60606							Form filed by I Person				
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	Securi	ties Ac	quired, Disposed o	of, or Beneficial	lly Owned		
1.Title of Security	2. Transaction Da (Month/Day/Year			3. 4. Securities TransactionAcquired (A) or				5. Amount of Securities	6. Ownership Form: Direct			
(Instr. 3)	(internet) Duy, i cui	any			Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)			Beneficially (Owned I	(D) or	Beneficial		
		(Month/							Indirect (I) Instr. 4)	Ownership (Instr. 4)		
							Reported	(IIIstr. 4)	(IIIstr. 4)			
						(A) or		Transaction(s)				
				Code V	Amount	(D)	Price	(Instr. 3 and 4)				
Common Stock	01/05/2006			A <u>(1)</u>	525	А	\$ 0 (2)	525	D			
SIUCK							<u> </u>					

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.

 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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
SODERSTROM S CARL JR TWO NORTH RIVERSIDE PLAZA, SUITE 1250 CHICAGO, IL 60606	Х					
Signatures						

/s/ Kevin P. Bagby, as attorney in fact

**Signature of Reporting Person

Т C S

> 01/09/2006 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) Exempt issuance of restricted shares under Rule 16b-3 pursuant to the Issuer's 2005 Long Term Incentive and Share Award Plan.
- The restricted shares were granted pursuant to the Issuer's 2005 Long Term Incentive and Share Award Plan, for which no consideration (2) was paid by recipient.

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.