

FreightCar America, Inc.
Form 3
April 05, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Kehler Dean C
(Last) (First) (Middle)

622 THIRD AVENUE,Â 35TH FLOOR

(Street)

NEW YORK,Â NYÂ 10017

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
04/05/2005

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

5. 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

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|---|---|---|
| Common Stock ⁽¹⁾ | 372,541 | I | I ⁽²⁾ |
| Common Stock | 24,054 | I | I ⁽³⁾ |
| Common Stock | 156,851 | I | I ⁽⁴⁾ |
| Common Stock | 242,581 | I | I ⁽⁵⁾ |
| Common Stock | 264,648 | I | I ⁽⁶⁾ |
| Common Stock | 38,500 | I | I ⁽⁷⁾ |
| Common Stock | 56,100 | I | I ⁽⁸⁾ |
| Common Stock | 1,551,825 | I | I ⁽⁹⁾ |
| Series A Voting Preferred Stock | 70 | I | I ⁽⁷⁾ |
| Series A Voting Preferred Stock | 102 | I | I ⁽⁸⁾ |
| Series A Voting Preferred Stock | 2,500 | I | I ⁽⁹⁾ |

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- (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.
- (9) Shares directly held by Caravelle Investment Fund, L.L.C.

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Remarks:

(1) This report is filed by Dean C. Kehler, a managing member of (i) Trimaran Investments II, a managing member of Trimaran Fund II, L.L.C., Trimaran Capital, L.L.C., and Trimaran Parallel Fund with sole power to vote and dispose of shares held by CIBC Employee Private Equity Fund (Trimaran) Corporation, (ii) Trimaran Advisors, L.L.C., the investment advisor to Caravelle Investment Fund, L.L.C. Fund Management, L.L.C. The reported securities are directly owned by Trimaran Fund II, 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 Report Form 3 disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest.

Exhibit List

Exhibit 24 - Power of Attorney

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.