

FreightCar America, Inc.
Form 4
April 13, 2005

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HEYER ANDREW R

(Last) (First) (Middle)

**425 LEXINGTON AVE 3RD
FL, CIBC WOOD GUNDY**

(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)
04/11/2005

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Series A Voting Preferred Stock ⁽¹⁾	04/11/2005		D		70	D	\$ 516.3 0		I	I ⁽²⁾
Series A Voting Preferred Stock	04/11/2005		D		102	D	\$ 416.3 0		I	I ⁽³⁾
Series A Voting Preferred Stock	04/11/2005		D		2,500	D	\$ 997.87 0		I	I ⁽⁴⁾

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Series B Non-Voting Preferred Stock	04/11/2005	D	677.349	D	\$ 997.87	0	I	I <u>(5)</u>
Series B Non-Voting Preferred Stock	04/11/2005	D	43.734	D	\$ 997.87	0	I	I <u>(6)</u>
Series B Non-Voting Preferred Stock	04/11/2005	D	285.183	D	\$ 997.87	0	I	I <u>(7)</u>
Series B Non-Voting Preferred Stock	04/11/2005	D	441.056	D	\$ 997.87	0	I	I <u>(8)</u>
Series B Non-Voting Preferred Stock	04/11/2005	D	481.178	D	\$ 997.87	0	I	I <u>(9)</u>
Series B Non-Voting Preferred Stock	04/11/2005	D	321.5	D	\$ 997.87	0	I	I <u>(4)</u>
Common Stock						138,222	I	I <u>(5)</u>
Common Stock						8,925	I	I <u>(6)</u>
Common Stock						58,196	I	I <u>(7)</u>
Common Stock						90,003	I	I <u>(8)</u>
Common Stock						98,190	I	I <u>(9)</u>
Common Stock						14,285	I	I <u>(2)</u>
Common Stock						20,815	I	I <u>(3)</u>
Common Stock						575,763	I	I <u>(4)</u>

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

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information contained in this form are not**

SEC 1474
(9-02)

required to respond unless the form
displays a currently valid OMB control
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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 Deriv Secur Bene Own Follo Repor Trans (Instr
				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 425 LEXINGTON AVE 3RD FL CIBC WOOD GUNDY NEW YORK, NY 10017	X

Signatures

/s/ John Papachristos, Name: John Papachristos, Title: Attorney-in-Fact for ANDREW R.
HEYER

04/13/2005

__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).

- 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 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. The Reporting Person on this Form 4 disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (1) Shares directly held by Trimaran Fund Management, L.L.C.
 - (2) Shares directly held by Trimaran Advisors, L.L.C.
 - (3) Shares directly held by Trimaran Fund Management, L.L.C.

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

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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