

GREENBRIER COMPANIES INC

Form 4

October 30, 2015

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Tekorius Lorie

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)

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

10/29/2015

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

SVP & Treasurer

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

(Street)

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

LAKE OSWEGO, OR 97035-8612

(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 Ownership (Instr. 4)
Common stock - GBX	10/29/2015		M	(A) or (D) 7,857 (1) A \$ 0	21,548.944 (2)	D	
Common stock - GBX	10/29/2015		F	2,856 (3) D \$ 35.79	18,692.944	D	

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

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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 or Number of Shares (Instr. 3 and 4)
Restricted Stock Units	(4)	10/29/2015		M	3,977	(5) (5)	Common Stock	3,977

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Tekorius Lorie
C/O GREENBRIER COMPANIES,
ONE CENTERPOINTE DRIVE, SUITE 200
LAKE OSWEGO, OR 97035-8612

SVP & Treasurer

Signatures

/s/ Lorie L. Tekorius By Feng C. Grove
Attorney-in-fact

10/30/2015

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) On May 28, 2013, the Reporting Person was awarded 3,977 performance-based restricted stock units ("RSUs"), including 1,989 RSUs subject to vesting based on the Issuer's achievement of adjusted EBITDA performance objectives and 1,988 RSUs subject to vesting based on the issuer's achievement of ROIC performance objectives. The issuer achieved performance at stretch levels against the adjusted EBITDA performance objective and achieved performance between target and stretch levels against the ROIC performance objectives, resulting in vesting of 200% and 195.1% of the adjusted EBITDA and ROIC RSUs, respectively. Accordingly, a total of 7,857 performance-based RSUs vested as of the determination date, October 29, 2015, and 7,857 shares of the Company's common stock were issued to the Reporting Person.

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- (2) Amount of securities beneficially owned following reported transaction(s) includes 168.38992 shares acquired through participation in the Greenbrier Companies Employee Stock Purchase Plan. These shares were acquired at various dates and reflect acquisitions through the period starting June 2015 and ending October 2015.
- (3) Pursuant to the terms of the Restricted Stock Unit Award Agreement dated May 28, 2013, common shares otherwise issuable to the Reporting Person upon vesting of the award were surrendered to the Company to settle the statutory withholding tax obligation incurred upon vesting of the award.
- (4) Each RSU represents a contingent right to receive one share of GBX common stock.
- (5) Pursuant to the terms of the Restricted Stock Unit Award Agreement dated May 28, 2013, 3,977 RSUs vested on October 29, 2015.

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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