Edgar Filing: GREENBRIER COMPANIES INC - Form 4

GREENBRII Form 4 October 29, 2	ER COMPANIE 2014	S INC									
FORM A										PROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287		
Check thi if no long subject to Section 1 Form 4 or Form 5 obligation may cont <i>See</i> Instru 1(b).	6. r Filed put inue.		Section 1 Public Ut	SECUR 6(a) of th	Expires: January 31, 2005 Estimated average burden hours per response 0.5						
(Print or Type F	Responses)										
1. Name and A Glenn Willia	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) C/O GREENBRIER COMPANIES,, ONE CENTERPOINTE DRIVE, SUITE 200			3. Date of Earliest Transaction (Month/Day/Year) 10/28/2014					Director 10% Owner X Officer (give title Other (specify below) below) SVP & CCO			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)					 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
LAKE OSW	/EGO, OR 9703	5-8612						Person	fore than One Ke	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Execution any	ned n Date, if Day/Year)	Code (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)				
Common stock - GBX	10/28/2014			Code V D	Amount 4,306 (1)	or (D) D	Price \$ 0	(Instr. 3 and 4) 10,323	D		
Common stock - GBX	10/28/2014			S	1,878 (2)	D	\$ 62.76	8,445	D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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)	4. Transactio Code (Instr. 8)	5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Secur	ınt of rlying	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		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Glenn William C/O GREENBRIER COMPANIES, ONE CENTERPOINTE DRIVE, SUITE 200 LAKE OSWEGO, OR 97035-8612			SVP & CCO				
Signatures							
/s/ William Glenn By Feng C. Grove Attorney-in-fact		10/29/201	14				
** Signature of Reporting Person		Date					
Explanation of Responses:							

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- * 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).

Issuer achieved performance between the threshold level and the target level against the adjusted EBITDA performance target, and did (1) not meet the threshold level of performance against the ROE performance target, and therefore 52.16% of 2012 performance-based restricted shares vested, i.e. 9,000 shares as of the determination date, October 28, 2014, and 4,306 shares were cancelled.

Sale of shares was executed pursuant to a sales plan adopted May 24, 2012 and intended to comply with the requirements of Rule (2) 10b5-1(c)(1) under the Securities Exchange Act of 1934, as amended.

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.