

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 *
Glenn William

(Last) (First) (Middle)

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

(Street)

LAKE OSWEGO, OR 97035-8612

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
GREENBRIER COMPANIES INC
[GBX]

3. Date of Earliest Transaction
(Month/Day/Year)
10/29/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
SVP & CCO

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)
Common stock - GBX	10/29/2015		M	(A) or (D) Amount 15,052 (1)	\$ 0 24,771	D	
Common stock - GBX	10/29/2015		F	(A) or (D) Amount 5,470 (2)	\$ 35.79 19,301	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. Pr Deriv Secu (Instr		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(3)	10/29/2015		M		7,619		(4)	(4)	Common Stock	7,619

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 G. Glenn 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).

- On May 28, 2013, the Reporting Person was awarded 7,619 performance-based restricted stock units ("RSUs"), including 3,810 RSUs subject to vesting based on the Issuer's achievement of adjusted EBITDA performance objectives and 3,809 RSUs subject to vesting based on the issuer's achievement of ROIC performance objectives. The issuer achieved performance at stretch levels against the adjusted
- (1) 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 15,052 performance-based RSUs vested as of the determination date, October 29, 2015, and 15,052 shares of the Company's common stock were issued to the Reporting Person.

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Pursuant to the terms of the Restricted Stock Unit Award Agreement dated May 28, 2013, common shares otherwise issuable to the

- (2) 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.
- (3) Each RSU represents a contingent right to receive one share of GBX common stock.
- (4) Pursuant to the terms of the Restricted Stock Unit Award Agreement dated May 28, 2013, 7,619 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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