

McManus Victoria  
Form 4  
April 22, 2013

# FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
McManus Victoria

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)  
04/22/2013

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

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price                                      |
| Common stock - GBX              |                                      |  |                                |   | 9,540   | D  |  |
| Common stock - GBX              | 04/22/2013                           |  | S                              |   | 13,673  | D  | \$ 22.5                                    |
|                                 |                                      |  |                                |   | 51,966  | I  | (1)  |
| Common stock -                  | 04/22/2013                           |  | S                              |   | 300   | D  | \$ 22.54                                   |
|                                 |                                      |  |                                |   | 51,666  | I  |  |

By Standard Investment Holdings, LLC.

By Standard Investment

GBX

Holdings,  
LLC.

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | 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

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

X

## Signatures

/s/ Victoria McManus By Robert W. Shank  
Attorney-in-fact

04/22/2013

\_\_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) Ms. McManus transferred warrants to purchase these shares to Standard Investment Holdings, LLC., an entity wholly owned by Ms. McManus, in November 2011. The warrants were subsequently exercised for shares of common stock on April 18, 2012 and November 29, 2012. The Form 4 filed on behalf of Ms. McManus on April 18, 2012 should have reflected that Ms. McManus owned 5,032 shares of common stock directly, 13,973 shares indirectly through Standard Investment Holdings, LLC, and 82,033 warrants to purchase shares of common stock indirectly through Standard Investment Holdings, LLC. The Form 4 filed on behalf of Ms. McManus on November 29,

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2012 should have reflected that Ms. McManus owned 5,032 shares of common stock directly and 65,639 shares indirectly through Standard Investment Holdings, LLC. The Form 4 filed on January 9, 2013 should have reflected that Ms. McManus owned 9,540 shares of common stock directly and 65,639 shares indirectly through Standard Investment Holdings, LLC.

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.