Davies Dale C Form 4 September 13, 2012

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

OMB Number:

Expires:

3235-0287

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, 2005

0.5

Section 16. Form 4 or Form 5

obligations

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

burden hours per response...

Estimated average

**OMB APPROVAL** 

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Davies Dale C

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

American Railcar Industries, Inc.

(Check all applicable)

[ARII]

(Last)

(Middle)

3. Date of Earliest Transaction

Director 10% Owner X\_ Officer (give title Other (specify

(Month/Day/Year)

below) 09/11/2012

S VP, CFO and Treasurer

C/O AMERICAN RAILCAR INDUSTRIES, INC., 100 CLARK STREET

(First)

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

ST. CHARLES, MO 63301

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: Davies Dale C - Form 4

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. Transactic Code (Instr. 8)	onof Derivative Expiration		6. Date Exerc Expiration D (Month/Day/	ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Rights	\$ 20.88	09/11/2012		M		1,312	<u>(1)</u>	04/28/2015	Common Stock	1,312
Stock Appreciation Rights	\$ 24.45	09/11/2012		M		5,133	(2)	05/09/2018	Common Stock	5,133
Stock Appreciation Rights	\$ 16.46	09/12/2012		M		562	(3)	09/12/2015	Common Stock	562

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
. 0	Director	10% Owner	Officer	Other			
Davies Dale C							
C/O AMERICAN RAILCAR INDUSTRIES, INC.			S VP, CFO				
100 CLARK STREET			and Treasurer				
ST. CHARLES, MO 63301							

## **Signatures**

/s/ Dale C.
Davies

\*\*Signature of Date

Reporting Person

## **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) The SARs vest in four equal increments on April 28, 2009, April 28, 2010, April 28, 2011 and April 28, 2012.
- (2) The SARs vest in three equal increments on May 9, 2012, May 9, 2013 and May 9, 2014, but only if the amount of the Company's adjusted EBITDA achieves a specified target for the fiscal year preceding the applicable anniversary date.
- (3) The SARs vest in four equal increments on September 12, 2009, September 12, 2010, September 12, 2011 and September 12, 2012.

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.

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