

Comstock Brian J  
Form 3  
April 20, 2018

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *     | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| Â Comstock Brian J<br>(Last) (First) (Middle) | (Month/Day/Year)<br>04/15/2018       | GREENBRIER COMPANIES INC [GBX]              |  |  |

C/O THE GREENBRIER COMPANIES, INC.,Â ONE CENTERPOINTE DRIVE, SUITE 200

(Street)

(Check all applicable)

Director  10% Owner  
 Officer  Other  
(give title below) (specify below)  
EVP, Sales and Marketing

LAKE OSWEGO,Â ORÂ 97035-8612

(City) (State) (Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common stock - GBX                 | 11,777.689   | D   | Â  |

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

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

## Edgar Filing: Comstock Brian J - Form 3

|                        | Date Exercisable | Expiration Date | (Instr. 4)<br>Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) |
|------------------------|------------------|-----------------|---------------------|----------------------------|------------------------------|--|
| Restricted Stock Units | Â (1)            | Â (1)           | Common Stock        | 43,273                     | \$ (2)                       | D Â  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                            |       |
|---|---------------|-----------|----------------------------|-------|
|   | Director      | 10% Owner | Officer                    | Other |
| Comstock Brian J<br>C/O THE GREENBRIER COMPANIES, INC.<br>ONE CENTERPOINTE DRIVE, SUITE 200<br>LAKE OSWEGO,Â ORÂ 97035-8612 | Â             | Â         | Â EVP, Sales and Marketing | Â     |

## Signatures

/s/ Brian J. Comstock By Feng C. Grove  
Attorney-in-fact

04/20/2018

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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 restricted stock units will vest as follows: 1,916 on May 22, 2018; 2,405 on March 27, 2019; 3,583 on March 30, 2019; 2,405 on March 27, 2020; 7,500 in three equal annual installments beginning on April 4, 2019; and the remaining 25,464 will vest based upon achievement of performance criteria. Vested shares will be delivered to the Reporting Person on the dates specified above, or upon a determination that the performance criteria have been met, as applicable.

(2) Each restricted stock unit represents a contingent right to receive one share of GBX common stock.

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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