

GREENBRIER COMPANIES INC

Form 8-K

July 08, 2008

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

Form 8-K

Current Report

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) July 8, 2008

THE GREENBRIER COMPANIES, INC.

(Exact name of registrant as specified in its charter)

Commission File No. 1-13146

Oregon

(State of Incorporation)

93-0816972

(I.R.S. Employer Identification No.)

One Centerpointe Drive, Suite 200, Lake Oswego, OR 97035

(Address of principal executive offices) (Zip Code)

(503) 684-7000

(Registrant's telephone number, including area code)

Former name or former address, if changed since last report: N/A

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.02 Results of Operations and Financial Condition

On July 8, 2008, The Greenbrier Companies issued a press release reporting the Company's results of operations for the three and nine months ended May 31, 2008. A copy of such release is attached as Exhibit 99.1

Item 9.01 Financial Statements and Exhibits

(c) Exhibits:

99.1 Press Release dated July 8, 2008 of The Greenbrier Companies, Inc.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

THE GREENBRIER COMPANIES, INC.

Date: July 8, 2008

By: /s/ Mark J. Rittenbaum
 Mark J. Rittenbaum
 Executive Vice President, Treasurer and
 Chief Financial Officer
 (Principal Financial Officer)

Common Stock, par value \$0.001 per share 1,396,011 D (1) (2) (3) Common Stock, par value \$0.001 per share
 1,574,334 D (1) (2) (4) Common Stock, par value \$0.001 per share 1,021,256 D (1) (2) (5) Common
 Stock, par value \$0.001 per share 2,500 D (1) (2) (6) Common Stock, par value \$0.001 per share 08/04/2009 S
 59 D \$ 3.5011 2,441 D (1) (2) (7) Common Stock, par value \$0.001 per share 08/05/2009 S 8 D \$ 3.5008 2,433 D (1)
(2) (7) Common Stock, par value \$0.001 per share 08/04/2009 S 5,996 D \$ 3.5011 248,067 D (1) (2) (8) Common
 Stock, par value \$0.001 per share 08/05/2009 S 839 D \$ 3.5008 247,228 D (1) (2) (8) Common Stock, par value
 \$0.001 per share 65,981 D (1) (2) (9) Common Stock, par value \$0.001 per share 4,309,743 I See
 Footnotes (1) (2) (10) Common Stock, par value \$0.001 per share 4,309,743 I See Footnotes (1) (2) (11) Common
 Stock, par value \$0.001 per share 08/04/2009 S 10,982 D \$ 3.5011 454,355 D (1) (2) (12) (15) Common Stock, par
 value \$0.001 per share 08/05/2009 S 1,537 D \$ 3.5008 452,818 D (1) (2) (12) (15) Common Stock, par value \$0.001
 per share 08/04/2009 S 12,384 D \$ 3.5011 512,394 D (1) (2) (13) (15) Common Stock, par value \$0.001 per
 share 08/05/2009 S 1,735 D \$ 3.5008 510,659 D (1) (2) (13) (15) Common Stock, par value \$0.001 per
 share 08/04/2009 S 579 D \$ 3.5011 23,940 D (1) (2) (14) (15) Common Stock, par value \$0.001 per share 08/05/2009 S
 81 D \$ 3.5008 23,859 D (1) (2) (14) (15)

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 Following Transaction (Instr. 6)

Number
of
Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FARALLON PARTNERS L L C/CA C/O FARALLON CAPITAL MANAGEMENT, L.L.C. ONE MARITIME PLAZA, SUITE 2100 SAN FRANCISCO, CA 94111		X		Member of Group Owning 10%
Farallon FCP, Ltd. C/O FARALLON CAPITAL MANAGEMENT, L.L.C. ONE MARITIME PLAZA, SUITE 2100 SAN FRANCISCO, CA 94111		X		Member of Group Owning 10%
Farallon FCIP, Ltd. C/O FARALLON CAPITAL MANGEMENT, L.L.C. ONE MARITIME PLAZA, SUITE 2100 SAN FRANCISCO, CA 94111		X		Member of Group Owning 10%
Farallon FCOI II, Ltd. C/O FARALLON CAPITAL MANAGEMENT, L.L.C. ONE MARITIME PLAZA, SUITE 2100 SAN FRANCISCO, CA 94111		X		Member of Group Owning 10%

Signatures

/s/ Monica R. Landry as attorney-in-fact and/or authorized signer for Farallon Partners, L.L.C.		08/06/2009
	__Signature of Reporting Person	Date
/s/ Monica R. Landry as attorney-in-fact and/or authorized signer for Farallon Partners, L.L.C., solely in its capacity as a trustee of each of Farallon FCP, Ltd., Farallon FCIP, Ltd. and Farallon FCOI II, Ltd.		08/06/2009
	__Signature of Reporting Person	Date
.		08/06/2009
	__Signature of Reporting Person	Date
.		08/06/2009
	__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) The entities and individuals identified in the footnotes of this Form 4 may be deemed members of a group holding equity securities of the Issuer. The filing of this Form 4 and any statements included herein shall not be deemed to be an admission that such entities and individuals are members of such group.

Since the number of reporting persons that may be listed on a Form 4 is limited, the entities and individuals listed in the footnotes of this Form 4 that are not reporting persons on this Form 4 are filing separate Form 4s on the date hereof as reporting persons with respect to the securities described in this Form 4 (the "Parallel Forms 4"). Information regarding these entities and individuals is included on this Form 4 for purposes of clarification and convenience only, and is duplicative of the information reported in the Parallel Forms 4.
 - (2) The amount of securities shown in this row is owned directly by Farallon Capital Partners, L.P. ("FCP").
 - (3) The amount of securities shown in this row is owned directly by Farallon Capital Institutional Partners, L.P. ("FCIP").
 - (4) The amount of securities shown in this row is owned directly by Farallon Capital Institutional Partners II, L.P. ("FCIP II").
 - (5) The amount of securities shown in this row is owned directly by Farallon Capital Institutional Partners III, L.P. ("FCIP III").
 - (6) The amount of securities shown in this row is owned directly by Tinicum Partners, L.P. ("Tinicum").
 - (7) The amount of securities in this row is owned directly by RR Capital Partners, L.P. ("RR").
 - (8) The amount of securities in this row is owned directly by Farallon Capital Offshore Investors II, L.P. ("FCOI II").

The amount of securities shown in this row is owned directly by FCP, FCIP, FCIP II, FCIP III, Tinicum, RR and FCOI II (collectively, the "Partnerships"). As the general partner of each of the Partnerships, Farallon Partners, L.L.C. ("FPLLC") may be deemed to be the beneficial owner of the Issuer's securities held by each of the Partnerships. FPLLC disclaims any beneficial ownership of any of the Issuer's securities reported or noted herein for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Act"), or otherwise, except as to securities representing FPLLC's pro rata interest in, and interest in the profits of, the Partnerships.
 - (9) The amount of securities shown in this row is owned directly by the Partnerships. Each of William F. Duhamel, Richard B. Fried, Daniel J. Hirsch, Monica R. Landry, Douglas M. MacMahon, Stephen L. Millham, Jason E. Moment, Ashish H. Pant, Rajiv A. Patel, Andrew J. M. Spokes, Richard H. Voon and Mark C. Wehrly (collectively, the "Managing Members") and Thomas F. Steyer (the "Senior Managing Member"), as either a managing member or a senior managing member of FPLLC with the power to exercise investment discretion, may be deemed to be a beneficial owner of the Issuer's securities held by each of the Partnerships. Each of the Managing Members and the Senior Managing Member disclaims any beneficial ownership of any of the Issuer's securities reported or noted herein for purposes of Section 16 of the Act or otherwise, except to the extent of his or her pecuniary interest, if any.
 - (10) The amount of securities shown in this row is owned directly by Farallon FCP, Ltd. (the "FCP Trust").
 - (11) The amount of securities shown in this row is owned directly by Farallon FCIP, Ltd. (the "FCIP Trust").
 - (12) The amount of securities shown in this row is owned directly by Farallon FCOI II, Ltd. (the "FCOI II Trust" and, together with the FCP Trust and the FCIP Trust, the "Farallon Trusts").
 - (13) FPLLC is a trustee of each of the Farallon Trusts. FPLLC has no direct or indirect pecuniary interest in the securities held by the Farallon Trusts.

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.