GREENBRIER COMPANIES INC
Form 3
June 22, 2009

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 *
Â ROSS WILBUR L JR
(Last) (First) (Middle)

319 CLEMATIS STREET,,Â ROOM 1000
(Street)

WEST PALM BEACH,Â FLÂ 33401
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
06/10/2009

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

						(Instr. 5)	
Warrants	06/10/2009 [(1)](#)	06/14/2009	Common stock	3,263,460	$ 6	I	Warrants directly held by WLR Recovery Fund IV, L.P. [(2)](#)
Warrants	06/10/2009 [(1)](#)	06/14/2009	Common Stock	13,106	$ 6	I	Warrants directly held by WLR IV Parallel ESC, L.P. [(3)](#)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROSS WILBUR L JR 319 CLEMATIS STREET, ROOM 1000 WEST PALM BEACH, FL 33401	X	X		
WLR Recovery Fund IV LP C/O WL ROSS GROUP, L.P. 1166 AVENUE OF THE AMERICAS NEW YORK, NY 10036				Co-Reporting Owner
WLR IV PARALLEL ESC LP C/O WL ROSS GROUP, L.P. 1166 AVENUE OF THE AMERICAS NEW YORK, NY 10036				Co-Reporting Person
WLR Recovery Associates IV LLC C/O WL ROSS GROUP, L.P. 1166 AVENUE OF THE AMERICAS NEW YORK, NY 10036				Co-Reporting Person
INVESCO WLR IV Associates LLC C/O WL ROSS GROUP, L.P. 1166 AVENUE OF THE AMERICAS NEW YORK, NY 10036				Co-Reporting Person
Invesco Private Capital, Inc. C/O WL ROSS GROUP, L.P. 1166 AVENUE OF THE AMERICAS NEW YORK, NY 10036				Co-Reporting Person
WL Ross Group, L.P. 1166 AVENUE OF THE AMERICAS NEW YORK, NY 10036				Co-Reporting Person
El Vedado, LLC 319 CLEMATIS STREET, ROOM 1000				Co-Reporting Person

WEST PALM BEACH,Â FLÂ 33401

Signatures

/s/ Wilbur L. Ross, Jr.	06/22/2009
**Signature of Reporting Person	Date
Wilbur L. Ross, Jr.	06/22/2009
**Signature of Reporting Person	Date
Wilbur L. Ross, Jr.	06/22/2009
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**Signature of Reporting Person	Date
Wilbur L. Ross, Jr.	06/22/2009
**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 acquisitions of the Fund IV Warrants and Parallel Fund Warrants described in footnotes 2 and 3 below occurred on June 10, 2009. Wilbur L. Ross, Jr. ("Mr. Ross") became a director of The Greenbrier Companies, Inc. on June 11, 2009.

(2) Warrants to purchase 3,263,460 shares of common stock (the "Fund IV Warrants") are held directly by WLR Recovery Fund IV, L.P. ("Fund IV"). Mr. Ross is the managing member of El Vedado, LLC, the general partner of WL Ross Group, L.P., which in turn is the managing member of WLR Recovery Associates IV LLC. WLR Recovery Associates IV LLC is the general partner of Fund IV. Accordingly, WLR Recovery Associates IV LLC, WL Ross Group, L.P., El Vedado, LLC and Mr. Ross may be deemed to share dispositive power over the Fund IV Warrants and voting and dispositive power over any shares issuable upon exercise of the Fund IV Warrants. Except for Fund IV, each of the undersigned reporting persons disclaims beneficial ownership of the Fund IV Warrants.

(3)

Warrants to purchase 13,106 shares of common stock (the "Parallel Fund Warrants") are held directly by WLR IV Parallel ESC, L.P. ("Parallel Fund"). Invesco Private Capital, Inc. is the managing member of Invesco WLR IV Associates LLC, which is in turn the general partner of Parallel Fund. Invesco WLR IV Associates LLC and WLR Recovery Associates IV LLC have entered into a parallel investment agreement whereby Parallel Fund will invest on a pro rata basis in parallel investments with Fund IV. Accordingly, Invesco WLR IV Associates LLC, Invesco Private Capital, Inc., WLR Recovery Associates IV LLC, WL Ross Group, L.P., El Vedado, LLC and Mr. Ross may be deemed to share dispositive power over the Parallel Fund Warrants and voting and dispositive power over any shares issuable upon exercise of the Parallel Fund Warrants. Except for Parallel Fund, each of the undersigned reporting persons disclaims beneficial ownership of the Parallel Fund Warrants.

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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