

SUPERIOR INDUSTRIES INTERNATIONAL INC

Form 4

May 04, 2016

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 *
KAKAR PARVEEN

2. Issuer Name and Ticker or Trading Symbol
SUPERIOR INDUSTRIES INTERNATIONAL INC [SUP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
26600 TELEGRAPH ROAD, SUITE 400

3. Date of Earliest Transaction (Month/Day/Year)
03/06/2016

____ Director
 Officer (give title below) _____ Other (specify below)
Senior Vice President

(Street)
SOUTHFIELD, MI 48033

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

(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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 03/06/2016 | | M ⁽¹⁾ | | 1,109 | A | \$ 0 |
| Common Stock | 03/08/2016 | | S ⁽²⁾ | | 396 | D | \$ 21.69 |
| Common Stock | 05/02/2016 | | M ⁽⁵⁾ | | 6,000 | A | \$ 18.55 |
| Common Stock | 05/02/2016 | | S | | 3,000 | D | \$ 26.4557 |
| | | | | | | | ⁽⁶⁾ |
| | 05/02/2016 | | S | | 3,000 | D | 16,638 |

Common Stock \$ 26.4603
(7)

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.

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(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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Unit | (3) | 03/06/2016 | | M | 1,109 | (4) (4) | Common Stock | 1,109 |
| Stock Option (Right to Buy) | \$ 18.55 | 05/02/2016 | | M | 6,000 | (5) 12/12/2017 | Common Stock | 6,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KAKAR PARVEEN 26600 TELEGRAPH ROAD SUITE 400 SOUTHFIELD, MI 48033 | | | Senior Vice President | |

Signatures

/s/ Kerry A. Shiba as Attorney-in-Fact 05/04/2016

**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) Settlement of restricted stock units into shares of common stock.
- (2) Shares sold to satisfy the minimum tax withholding requirements upon vesting of restricted stock units.
- (3) Each restricted stock unit represents a contingent right to receive one share of common stock of Superior Industries International, Inc.
- (4) The restricted stock units vest and settle in stock in three approximately equal installments on each of the first three anniversaries of the grant date.
- (5) The options vested in four equal installments on each of the first four anniversaries of the grant date.

The price reported in Column 4 is an average price. The shares were sold in multiple transactions at prices ranging from \$26.43 to \$26.48, inclusive. The reporting person undertakes to provide to Superior Industries International, Inc., any security holder of Superior Industries International, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

- (6) International, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (7) The price reported in Column 4 is an average price. The shares were sold in multiple transactions at prices ranging from \$26.45 to \$26.462, inclusive. The reporting person undertakes to provide to Superior Industries International, Inc., any security holder of Superior Industries International, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

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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