

SUPERIOR INDUSTRIES INTERNATIONAL INC

Form 4

November 08, 2013

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 *
Nelson Michael

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)
7800 WOODLEY AVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/06/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Controller

VAN NUYS, CA 91201
(City) (State) (Zip)

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

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 | (A) or (D) | Price |
| Common Stock | 11/06/2013 | | M | | 1,167 | A | \$ 16.76 |
| Common Stock | 11/06/2013 | | S | | 1,167 | D | \$ 19 |
| Common Stock(Restricted Stock) | 11/06/2013 ⁽²⁾ | | S | | 1,333 | D | \$ 19.13 |
| Common Stock (Restricted Stock) | 11/06/2013 ⁽³⁾ | | S | | 400 | D | \$ 19.13 |
| | | | | | | | \$ 6,867 |
| | | | | | | | \$ 5,700 |
| | | | | | | | \$ 4,367 |
| | | | | | | | \$ 3,967 |

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 16.76 | 11/06/2013 | | M | 1,167 | ⁽¹⁾ 05/04/2022 | Common Stock | 1,167 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Nelson Michael 7800 WOODLEY AVE VAN NUYS, CA 91201 | | | VP, Controller | |

Signatures

/s/ Kerry Shiba as
Attorney-in-Fact

11/08/2013

**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 option vests 34% on 5/4/2013, 33% on 5/4/2014 and 33% on 5/4/2015 for a total of 3,500 option shares.

(2) This award vests 33% on 5/9/2012, 33% on 5/9/2013 and 33% on 5/9/2014 for a total of 2,000 restricted stock shares.

(3) This award vests 33% on 5/4/2013, 33% on 5/4/2014 and 33% on 5/4/2015 for a total of 1,200 restricted stock shares.

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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