

BERMAN STEVEN L
Form 4
November 23, 2011

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
BERMAN STEVEN L

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
Dorman Products, Inc. [DORM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

C/O DORMAN PRODUCTS, INC., 3400 WALNUT STREET

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/21/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

COLMAR, PA 18915

(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 | 11/21/2011 | | S | | 200 ⁽¹⁾ 38.02 ₍₂₎ | D | |
| Common Stock | 11/21/2011 | | S | | 200 ⁽³⁾ 38.02 ₍₂₎ | I | By Grantor Retained Annuity Trust |
| Common Stock | 11/22/2011 | | S | | 1,300 ₍₁₎ 38.05 ₍₄₎ | D | |
| | 11/22/2011 | | S | | | D | |
| | | | | | | I | |

Edgar Filing: BERMAN STEVEN L - Form 4

| | | | | | |
|--------------|--------------|--------------------|---------|---|-----------------------------------|
| Common Stock | 1,264 (3) | \$ 38.04 (4) | | | By Grantor Retained Annuity Trust |
| Common Stock | | | 55,536 | I | By Charitable Remainder Trust |
| Common Stock | | | 352,000 | I | By Partnership |
| Common Stock | | | 57,639 | I | By Children in Trust |

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 (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BERMAN STEVEN L C/O DORMAN PRODUCTS, INC. 3400 WALNUT STREET COLMAR, PA 18915 | X | X | Chief Executive Officer | |

Signatures

/s/ Steven L.
Berman

11/23/2011

**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 sale of the shares was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on April 29, 2011.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$38.00 to \$38.04. The reporting person undertakes to provide to Dorman Products, Inc., any security holder of Dorman Products, 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 range set forth in this footnote.
 - (2) These shares were sold by a grantor retained annuity trust established by the reporting person in February 2009, as to which trust the reporting person is the settlor, trustee and an annuity beneficiary. The sale of the shares was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person, as trustee of the trust, on April 29, 2011.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$38.00 to \$38.30. The reporting person undertakes to provide to Dorman Products, Inc., any security holder of Dorman Products, 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 range set forth in this footnote.
 - (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$38.00 to \$38.04. The reporting person undertakes to provide to Dorman Products, Inc., any security holder of Dorman Products, 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 range set forth in this footnote.
 - (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$38.00 to \$38.30. The reporting person undertakes to provide to Dorman Products, Inc., any security holder of Dorman Products, 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 range set forth in this footnote.

Remarks:

The filing of this Statement shall not be construed as an admission (a) that the person filing this Statement is, for the purposes

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.