

BERMAN STEVEN L
Form 4
June 20, 2012

FORM 4

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

OMB APPROVAL

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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)

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

(Street)

COLMAR, PA 18915

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/15/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Executive Officer

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	06/15/2012		S		2,099 (1) \$ 46.14 (2)	D	
Common Stock	06/15/2012		S		3,035 (3) \$ 45.82 (4)	I	By Partnership
Common Stock	06/18/2012		S		150 (1) \$ 23.01 (6)	D	
Common Stock	06/18/2012		S		1,163 (3) \$ 22.64 (7)	I	By Partnership

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					(8)			
Common Stock	06/19/2012	S	9,078 (1)	D	\$ 23.01 (9)	1,618,496 (7)	D	
Common Stock	06/19/2012	S	6,546 (3)	D	\$ 22.9 (10)	176,361 (5) (7)	I	By Partnership
Common Stock						1,919,804 (7)	I	By Grantor Retained Annuity Trust
Common Stock						103,296 (7)	I	By Charitable Remainder Trust
Common Stock						106,914 (7)	I	By Children in Trust
Common Stock						25,534 (7) (11)	I	By 401(k)

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

BERMAN STEVEN L
 C/O DORMAN PRODUCTS, INC. X X Chief Executive Officer
 3400 WALNUT STREET
 COLMAR, PA 18915

Signatures

/s/ Steven L. 06/20/2012
 Berman

 Signature of Date
 Reporting Person

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 sales reported on this Form 4 by Mr. Berman were effected pursuant to a Rule 10b5-1 Trading plan adopted by Mr. Berman on June 1, 2012.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$46.00 to \$46.31. 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) These shares were sold by a limited partnership for which the reporting person is (i) a limited partner and (ii) a controlling shareholder of the general partner of such partnership. The reported securities represent only the reporting person's pecuniary interest in the securities sold by the Partnership on the Transaction date. The sales reported on this Form 4 by the Partnership were effected pursuant to a Rule 10b5-1 Trading Plan adopted by the Partnership on March 15, 2012.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.52 to \$46.34. 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.
- (5) The reported securities represent only the reporting person's pecuniary interest in the securities held by the Partnership.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$23.00 to \$23.02. 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.
- (7) On June 15, 2012, Dorman Products, Inc. paid a stock dividend to all Common Stock holders of record on June 1, 2012 of one share of Common Stock for each share of Common Stock outstanding, resulting in the reporting person's ownership of additional shares of Common Stock. Share amounts have been adjusted to reflect the dividend paid on June 15, 2012.
- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$22.50 to \$23.02. 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.
- (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$23.00 to \$23.05. 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.
- (10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$22.50 to \$23.03. 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.
- (11) The shares are represented by units held in a unitized stock fund through the Issuer's 401(k) Retirement Plan and Trust. The unitized stock fund of the Issuer's 401(k) Retirement Plan and Trust consists of cash and Common Stock in amounts that vary from time to

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time. As of March 31, 2012, the reporting person had 16,492 units in the Issuer's 401(k) Retirement Plan and Trust, which units consisted of 12,767 shares of Common Stock.

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.

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