

SUPERIOR INDUSTRIES INTERNATIONAL INC
 Form 4
 March 24, 2005

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 *
KELLEY WILLIAM B JR

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)
03/24/2005

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
V.P., Operations and Quality

VAN NUYS, CA 91406
 (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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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

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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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Am or Nu of |
|---|------------------------------|------------------|------------|---|------|---|--------|-----|------------------|-----------------|--------------|-------------|
| Non-Qualified Stock Option (right to buy) | \$ 25 | 03/23/2005 | A | V | | | 15,000 | | 03/23/2005 | 03/23/2015 | Common Stock | 15 |
| Incentive Stock Option (right to buy) | \$ 20.63 | | | | | | | | 09/03/1999 | 09/03/2008 | Common Stock | 2 |
| Incentive Stock Option (right to buy) | \$ 22.63 | | | | | | | | 04/14/1998 | 04/14/2007 | Common Stock | 7 |
| Incentive Stock Option (right to buy) | \$ 25.88 | | | | | | | | 09/24/2000 | 09/24/2009 | Common Stock | 3 |
| Incentive Stock Option (right to buy) | \$ 28 | | | | | | | | 09/20/2001 | 09/20/2010 | Common Stock | 4 |
| Incentive Stock Option (right to buy) | \$ 29.4 | | | | | | | | 09/20/2002 | 09/20/2011 | Common Stock | 3 |
| Incentive Stock Option (right to buy) | \$ 34.08 | | | | | | | | 04/30/2005 | 04/30/2014 | Common Stock | 1 |
| Incentive Stock Option (right to buy) | \$ 36.2 | | | | | | | | 10/09/2003 | 10/09/2012 | Common Stock | 3 |
| Incentive Stock Option (right to buy) | \$ 42.87 | | | | | | | | 12/19/2004 | 12/19/2013 | Common Stock | 2 |
| Non-Qualified Stock Option (right to buy) | \$ 28 | | | | | | | | 09/20/2001 | 09/20/2010 | Common Stock | 3 |
| Non-Qualified Stock Option (right to buy) | \$ 29.4 | | | | | | | | 09/20/2002 | 09/20/2011 | Common Stock | 1 |
| Non-Qualified Stock Option (right to buy) | \$ 34.08 | | | | | | | | 04/30/2005 | 04/30/2014 | Common Stock | 1 |

| | | | | | |
|---|----------|------------|------------|-----------------|---|
| Non-Qualified Stock Option (right to buy) | \$ 36.2 | 10/09/2003 | 10/09/2012 | Common Stock | 1 |
| Non-Qualified Stock Option (right to buy) | \$ 42.87 | 12/19/2004 | 12/19/2013 | Common Stock | 2 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KELLEY WILLIAM B JR 7800 WOODLEY AVE VAN NUYS, CA 91406 | | | V.P., Operations and Quality | |

Signatures

By: Daniel Levine For: William B.
Kelley

03/24/2005

**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).

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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