

MOTORCAR PARTS AMERICA INC  
 Form 4  
 December 11, 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 \*  
 Schooner Douglas Earl

2. Issuer Name and Ticker or Trading Symbol  
 MOTORCAR PARTS AMERICA INC [MPAA]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 2929 CALIFORNIA STREET  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/09/2013

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  10% Owner  
 \_\_\_\_ Other (specify below)  
 VP, Global Manufacturing

TORRANCE, CA 90503  
 (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                    | 12/09/2013                           |                                                    | M                              |                                                                   | 12,000                                                                                        | A                                                        | \$ 10.01                                              |
| Common Stock                    | 12/09/2013                           |                                                    | M                              |                                                                   | 5,000                                                                                         | A                                                        | \$ 12                                                 |
| Common Stock                    | 12/09/2013                           |                                                    | S                              |                                                                   | 17,000                                                                                        | D                                                        | \$ 18.01<br>(1)                                       |

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

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 (9-02)

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**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) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| Stock Option                               | \$ 10.01                                               | 12/09/2013                           |                                                    | M                              | 12,000                                                                                  | 11/02/2005 <sup>(2)</sup> 11/02/2015                     | Common Stock                                                  | 12,000                     |
| Stock Option                               | \$ 12                                                  | 12/09/2013                           |                                                    | M                              | 5,000                                                                                   | 08/30/2006 <sup>(3)</sup> 08/29/2016                     | Common Stock                                                  | 5,000                      |

## Reporting Owners

| Reporting Owner Name / Address                                        | Relationships |           |                          |       |
|-----------------------------------------------------------------------|---------------|-----------|--------------------------|-------|
|                                                                       | Director      | 10% Owner | Officer                  | Other |
| Schooner Douglas Earl<br>2929 CALIFORNIA STREET<br>TORRANCE, CA 90503 |               |           | VP, Global Manufacturing |       |

## Signatures

/s/ Douglas Schooner 12/11/2013

\*\*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 price reported in Column 4 of Table I is a weighted average price. These shares were sold at multiple prices ranging from \$18.00 to \$18.04, inclusive. The reporting person undertakes to provide to Motorcar Parts of America, Inc., any security holder of Motorcar Parts of America, 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) One-third of the shares subject to this stock option vested on November 2, 2005, one-third vested on November 2, 2006 and the remaining one-third vested on November 2, 2007.
- (3) One-third of the shares subject to this stock option vested on August 30, 2006, one-third vested on August 30, 2007 and the remaining one-third vested on August 20, 2008.

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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