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SUPERIOR INDUSTRIES INTERNATIONAL INC

Form 4

November 07, 2007

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

OMB APPROVAL OMB

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Form 5 obligations may continue.

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

See Instruction

1(b).

(Last)

(City)

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person * ORNSTEON R JEFFREY

(First)

(State)

2. Issuer Name and Ticker or Trading

Symbol

SUPERIOR INDUSTRIES INTERNATIONAL INC [SUP]

3. Date of Earliest Transaction

(Month/Day/Year) 12/28/2006

7112 RINDGE AVE (Street)

(Middle)

(Zip)

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner _X__ Officer (give title Other (specify

below) below) Ex-CFO/Ex-Director

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

PIMA DEL ROY, CA 90293

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

Form: Direct (D) or Indirect (I) (Instr. 4)

6. Ownership 7. Nature of Indirect Beneficial Ownership (Instr. 4)

Reported (A) Transaction(s)

or (Instr. 3 and 4)

Common Stock

Code V Amount (D) Price

300

D

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

(Month/Day/Year)

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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)

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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 Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Nun of S
Stock Option (Right to Buy)	\$ 25.88	12/28/2006		D(1)(2)		1,250	(1)(2)	09/24/2009	Common Stock	1,2
Stock Option (Right to Buy)	\$ 26.19	12/28/2006		A(1)(2)	1,250		(1)(2)	09/24/2009	Common Stock	1,2
Stock Option (Right to Buy)	\$ 28	12/28/2006		D(1)(2)		2,500	(1)(2)	09/20/2010	Common Stock	2,5
Stock Option (Right to Buy)	\$ 32.25	12/28/2006		A(1)(2)	2,500		(1)(2)	09/20/2010	Common Stock	2,5
Stock Option (Right to Buy)	\$ 29.4	12/28/2006		D(1)(2)		5,000	(1)(2)	09/20/2011	Common Stock	5,0
Stock Option (Right to Buy)	\$ 36.87	12/28/2006		A(1)(2)	5,000		(1)(2)	09/20/2011	Common Stock	5,0
Stock Option (Right to Buy)	\$ 36.2	12/28/2006		D(1)(2)		5,000	(1)(2)	10/09/2012	Common Stock	5,0
Stock Option (Right to Buy)	\$ 42.75	12/28/2006		A(1)(2)	5,000		(1)(2)	10/09/2012	Common Stock	5,0
Stock Option (Right to Buy)	\$ 42.87	12/28/2006		D(1)(2)		10,000	(1)(2)	12/19/2013	Common Stock	10,
	\$ 43.22	12/28/2006		A(1)(2)	10,000		(1)(2)	12/19/2013		10,

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Stock Option (Right to Buy)							Common Stock	
Stock Option (Right to Buy)	\$ 17.15	12/28/2006	D(1)(2)	25,000	(1)(2)	08/09/2016	Common Stock	25,
Stock Option (Right to Buy)	\$ 17.56	12/28/2006	A(1)(2)	25,000	(1)(2)	08/09/2016	Common Stock	25,

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

ORNSTEON R JEFFREY 7112 RINDGE AVE PIMA DEL ROY, CA 90293

Ex-CFO/Ex-Director

Signatures

By: /s/ Stephen H. Gamble as Attorney-in-Fact

**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).
- See the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2006 filed April 10, 2007, exhibits 10.45 and 10.46 for additional information. For Section 16 reporting purposes only, the increases in option exercise prices are deemed to be cancellation of the old options and the grant of replacement options. The other terms of the outstanding options (including the vesting of the options) remain unchanged.
- The reporting person has entered into an agreement, dated December 28, 2006 (the "Agreement"), with Superior Industries International, (2) Inc. ("the Company") to have the exercise prices of certain options granted to the reporting person reset to be equal to, and in no event less than, the fair market value of a share of the Company's common stock on the applicable accounting measurement date for the grant.

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.

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