

SUPERIOR INDUSTRIES INTERNATIONAL INC
 Form 4
 May 24, 2006

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 *
 FERGUSON JAMES M

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)
 05/17/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 V.P., OEM Marketing Group

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	05/17/2006		S	V	12,378	D	
					\$ 17.99	0	D

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)

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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 Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 20.63					09/03/1999	09/03/2008	Common Stock	5,000
Incentive Stock Option (right to buy)	\$ 22.63					04/14/1998	04/14/2007	Common Stock	3,000
Incentive Stock Option (right to buy)	\$ 25.88					09/24/2000	09/24/2009	Common Stock	5,000
Incentive Stock Option (right to buy)	\$ 28					09/20/2001	09/20/2010	Common Stock	6,133
Incentive Stock Option (right to buy)	\$ 29.4					09/20/2002	09/20/2011	Common Stock	4,630
Incentive Stock Option (right to buy)	\$ 34.08					04/30/2004	04/30/2014	Common Stock	1,875
Incentive Stock Option (right to buy)	\$ 36.2					10/09/2003	10/09/2012	Common Stock	3,232
Incentive Stock Option (right to buy)	\$ 42.87					12/19/2004	12/19/2013	Common Stock	2,553
Non-Qualified Stock Option (right to buy)	\$ 25					03/23/2005	03/23/2015	Common Stock	25,000
Non-Qualified Stock Option (right to buy)	\$ 28					09/20/2001	09/20/2010	Common Stock	1,367
Non-Qualified Stock Option	\$ 29.4					09/20/2002	09/20/2011	Common Stock	5,370

(right to buy)

Non-Qualified Stock Option (right to buy)	\$ 34.08	04/30/2004	04/30/2014	Common Stock	5,625
Non-Qualified Stock Option (right to buy)	\$ 36.2	10/09/2003	10/09/2012	Common Stock	6,768
Non-Qualified Stock Option (right to buy)	\$ 42.87	12/19/2004	12/19/2013	Common Stock	12,447

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FERGUSON JAMES M 7800 WOODLEY AVE VAN NUYS, CA 91406			V.P., OEM Marketing Group	

Signatures

By: Stephen H. Gamble For: James M.
Ferguson

05/24/2006

**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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