

English Frank E. Jr.
Form 4
June 12, 2018

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
English Frank E. Jr.

(Last) (First) (Middle)

C/O TOWER INTERNATIONAL,
INC., 17672 LAUREL PARK DR.
NORTH, SUITE 400E

(Street)

LIVONIA, MI 48152

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Tower International, Inc. [TOWR]

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

06/08/2018

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)

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 (D) Price | | | |

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
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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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities | 8. Price |
|---------------------------|---------------|---|----------------------------------|----------------|----------------------------|--|---|----------|
|---------------------------|---------------|---|----------------------------------|----------------|----------------------------|--|---|----------|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | | (Instr. 3 and 4) | | Secu (Instr | | |
|------------------------------|---|-------------------------|--------------------|---|------------------|-----|---------------------|--------------------|--|--|----|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock Units | (1) | 06/08/2018 | A | | 16.79 | | (1) | (1) | Common Stock, Par Value \$0.01 Per Share | 16.79 | \$ |
| Restricted Stock Units | (3) | 06/08/2018 | A | | 16.98 | | (3) | (3) | Common Stock, Par Value \$0.01 Per Share | 16.98 | \$ |
| Restricted Stock Units | (4) | 06/08/2018 | A | | 18.94 | | (4) | (4) | Common Stock, Par Value \$0.01 Per Share | 18.94 | \$ |
| Restricted Stock Units | (5) | 06/08/2018 | A | | 15.35 | | (5) | (5) | Common Stock, Par Value \$0.01 Per Share | 15.35 | \$ |
| Restricted Stock Units | (6) | 06/08/2018 | A | | 17.83 | | (6) | (6) | Common Stock, Par Value \$0.01 Per Share | 17.83 | \$ |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| English Frank E. Jr. C/O TOWER INTERNATIONAL, INC. 17672 LAUREL PARK DR. NORTH, SUITE 400E LIVONIA, MI 48152 | X |

Signatures

/s/ Nanette Dudek,
Attorney-in-Fact

06/12/2018

__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) These restricted stock units ("RSUs") result from dividend equivalent units accrued as additional RSUs on 2014 RSU award. Each RSU represents a contingent right to receive one share of the common stock, par value \$0.01 per share (the "Common Stock"), of Tower International, Inc. (the "Company"). RSUs resulting from dividend equivalents vest and settle, at the same time and on the same terms and conditions, with the underlying RSUs to which they relate. There is no expiration date.

(2) Represents total vested RSUs associated with original award that have not yet settled, including vested but unsettled RSUs accrued in respect of dividend equivalent units.

(3) These RSUs result from dividend equivalent units accrued as additional RSUs on 2015 RSU award. Each RSU represents a contingent right to receive one share of the Company's Common Stock. RSUs resulting from dividend equivalents vest and settle, at the same time and on the same terms and conditions, with the underlying RSUs to which they relate. There is no expiration date.

(4) These RSUs result from dividend equivalent units accrued as additional RSUs on 2016 RSU award. Each RSU represents a contingent right to receive one share of the Company's Common Stock. RSUs resulting from dividend equivalents vest and settle, at the same time and on the same terms and conditions, with the underlying RSUs to which they relate. There is no expiration date.

(5) These RSUs result from dividend equivalent units accrued as additional RSUs on 2017 RSU award. Each RSU represents a contingent right to receive one share of the Company's Common Stock. RSUs resulting from dividend equivalents vest and settle, at the same time and on the same terms and conditions, with the underlying RSUs to which they relate. There is no expiration date.

(6) These RSUs result from dividend equivalent units accrued as additional RSUs on 2018 RSU award. Each RSU represents a contingent right to receive one share of the Company's Common Stock. RSUs resulting from dividend equivalents vest and settle, at the same time and on the same terms and conditions, with the underlying RSUs to which they relate. There is no expiration date.

(7) Represents total unvested RSUs associated with original award, including unvested RSUs accrued in respect of dividend equivalent units.

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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