

GARDNER HERBERT M
Form 4
December 19, 2008

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 *
GARDNER HERBERT M

2. Issuer Name and Ticker or Trading Symbol
SUPREME INDUSTRIES INC
[STS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
P O BOX 6199
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/18/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of Board and CEO

FAIR HAVEN, NJ 07704

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

(City) (State) (Zip)

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 | | | |
| Class A Common Stock | 12/18/2008 | | P | 7,829 A \$ 0.77 | 430,332 ⁽³⁾ | D | |
| Class A Common Stock | | | | | 10,447 ⁽³⁾ | I | By Spouse ⁽¹⁾ |
| Class B Common Stock | | | | | 559,869 ⁽³⁾ | D | |
| Class B Common | | | | | 63,349 ⁽³⁾ | I | By Spouse ⁽¹⁾ |

Stock

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

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(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 (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 | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Incentive Stock Option (Reload) | \$ 5.6 ⁽³⁾ | | | | | 04/18/2006 ⁽²⁾ | 04/17/2010 | Class A Common Stock | 25,103 ⁽³⁾ |
| Incentive Stock Option | \$ 6.16 ⁽³⁾ | | | | | 06/06/2006 ⁽²⁾ | 06/05/2010 | Class A Common Stock | 27,000 ⁽³⁾ |
| Incentive Stock Option (Reload) | \$ 8.21 ⁽³⁾ | | | | | 10/27/2006 ⁽²⁾ | 10/27/2010 | Class A Common Stock | 11,452 ⁽³⁾ |
| Incentive Stock Option | \$ 6.53 ⁽³⁾ | | | | | 05/04/2007 ⁽²⁾ | 05/03/2013 | Class A Common Stock | 32,400 ⁽³⁾ |
| Incentive Stock Option (Reload) | \$ 5.79 ⁽³⁾ | | | | | 04/29/2008 ⁽²⁾ | 04/29/2014 | Class A Common Stock | 29,026 ⁽³⁾ |
| Incentive Stock Option (Reload) | \$ 4.86 | | | | | 05/08/2008 ⁽²⁾ | 05/07/2015 | Class A Common Stock | 30,548 ⁽³⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GARDNER HERBERT M P O BOX 6199 FAIR HAVEN, NJ 07704 | X | | Chairman of Board and CEO | |

Signatures

Herbert M.
Gardner

12/19/2008

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) Reporting person disclaims beneficial ownership of shares owned by spouse.
- (2) Currently exercisable.
- (3) Adjusted for 6% stock dividend paid to all holders of record of common stock on November 28, 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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