

AMPCO PITTSBURGH CORP

Form 4

May 07, 2015

**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  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HOOVER ROSE**

(Last) (First) (Middle)

**600 GRANT STREET, 4600 USX  
TOWER**

(Street)

**PITTSBURGH, PA 15219**

(City) (State) (Zip)

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

**AMPCO PITTSBURGH CORP [AP]**

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

**05/05/2015**

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)

Exec. V.P. & Chief Admin. Off.

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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)
Common Stock				(A) or (D)	1,000	D	

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  
displays a currently valid OMB control  
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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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Options	\$ 37.89							<u>(1)</u>	09/04/2018	Common Stock	20,000
Non-Qualified Stock Options	\$ 13.37							<u>(1)</u>	02/19/2019	Common Stock	13,333
Non-Qualified Stock Options	\$ 25.77							<u>(1)</u>	02/18/2020	Common Stock	20,000
Non-Qualified Stock Options	\$ 25.18							<u>(2)</u>	05/05/2021	Common Stock	11,500
Non-Qualified Stock Options	\$ 17.67							<u>(2)</u>	05/03/2022	Common Stock	11,500
Non-Qualified Stock Options	\$ 17.16							<u>(2)</u>	05/02/2023	Common Stock	11,500
Non-Qualified Stock Options	\$ 20							<u>(2)</u>	04/29/2024	Common Stock	11,500
Restricted Stock Units	<u>(3)</u>	05/05/2015		A		3,040		<u>(4)</u>	<u>(4)</u>	Common Stock	3,040

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOOVER ROSE 600 GRANT STREET 4600 USX TOWER PITTSBURGH, PA 15219			Exec. V.P. & Chief Admin. Off.	

## Signatures

/s/Rose Hoover                      05/07/2015

          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).

Subject to acceleration in certain circumstances, the option becomes vested and exercisable under the following schedule assuming the

(1) optionee continues employment with the Issuer through the date of vesting: 33% on the grant date, 66% on the first anniversary of the grant date, 100% on the second anniversary of the grant date.

Subject to acceleration in certain circumstances, the option becomes vested and exercisable under the following schedule assuming the

(2) optionee continues employment with the Issuer through the date of vesting: 33% on the first anniversary of the grant date, 66% on the second anniversary of the grant date and 100% on the third anniversary of the grant date.

(3) Each restricted stock unit represents a contingent right to receive one share of Ampco-Pittsburgh Corporation common stock.

(4) The restricted stock units vest in three equal annual installments beginning May 5, 2016.

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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