

Edgar Filing: TOWER AUTOMOTIVE INC - Form 5

3. Transaction Code (Instr. 8)
Code
V
4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)
Amount
(A) or (D)
Price
5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal Year
(Instr. 3 and 4)
6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)
7. Nature of Indirect Beneficial Ownership (Instr. 4)

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

(Print or Type Responses)

*If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v) (over)

FORM 5 (continued)

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)
Deferred Stock Units
2. Conversion or Exercise Price of Derivative Security
1-for-1
3. Transaction Date (Month/Day/Year)
5/31/00
4. Transaction Code (Instr. 8)
A
5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)
(A) 7,207.2072
6. Date Exercisable and Expiration Date (Month/Day/Year)
Date Exercisable (1)
Expiration Date (1)
7. Title and Amount of Underlying Securities (Instr. 3 and 4)
Title Common Stock
Amount or Number of Shares 7,207.2072
8. Price of Derivative Security (Instr. 5)
\$13.875
9. Number of Derivative Securities Beneficially Owned at End of Year
(Instr. 4)
7,207.2072

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10. Ownership of Derivative Security: Direct (D) or Indirect (I)
(Instr. 4)
(D)
11. Nature of Indirect Beneficial Ownership (Instr. 4)

Explanation of Responses:

(1) Deferred Stock Units were accrued under the Company's Director Deferred Stock Purchase Plan. 1801.8018 shares are subject to forfeiture until the third anniversary of the transaction date.

/s/ Michael G. Wooldridge	2/12/01
**Signature of Reporting Person	Date
Michael G. Wooldridge for	
Scott Rued by Power of Attorney	

**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 provided is insufficient, see Instruction 6 for procedure.