

AMPCO PITTSBURGH CORP
Form 4
December 11, 2013

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 *
PAUL ROBERT A

(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)

12/09/2013

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)
Chairman & CEO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 12/09/2013 | | S ⁽²⁾ | 7,050 D | \$ 18.6944 (3) | I | By Louis Berkman Declaration of Trust |
| Common Stock | 12/10/2013 | | S ⁽²⁾ | 803 D | \$ 18.543 (4) | I | By Louis Berkman Declaration of Trust |
| Common Stock | 12/11/2013 | | S ⁽²⁾ | 200 D | \$ 18.505 (5) | I | By Louis Berkman Declaration of Trust |

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| | | | |
|--------------|--------|---|-----------------------|
| Common Stock | 42,889 | D | |
| Common Stock | 13,767 | I | Shares Held By Spouse |

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)

| 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 |
| Non-Qualified Stock Options | \$ 37.89 | | | | | (1) | 09/04/2018 | Common Stock | 35,000 |
| Non-Qualified Stock Options | \$ 13.37 | | | | | (1) | 02/19/2019 | Common Stock | 35,000 |
| Non-Qualified Stock Options | \$ 25.77 | | | | | (1) | 02/18/2020 | Common Stock | 35,000 |
| Non-Qualified Stock Options | \$ 25.18 | | | | | (1) | 05/05/2021 | Common Stock | 20,000 |
| Non-Qualified Stock Options | \$ 17.67 | | | | | (1) | 05/03/2022 | Common Stock | 20,000 |
| Non-Qualified Stock Options | \$ 17.16 | | | | | (1) | 05/02/2023 | Common Stock | 20,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| | X | | Chairman & CEO | |

PAUL ROBERT A
600 GRANT STREET
4600 USX TOWER
PITTSBURGH, PA 15219

Signatures

Rose Hoover for Robert A. Paul (POA Previously
Filed)

12/11/2013

__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.

(2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by The Louis Berkman Declaration of Trust on August 1, 2013.

The price reported in this column is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.5000 to \$18.9150 inclusive. The Reporting Person undertakes to provide to Ampco-Pittsburgh, any security holder of
(3) Ampco-Pittsburgh Corporation or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

The price reported in this column is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.5000 to \$18.5950 inclusive. The Reporting Person undertakes to provide to Ampco-Pittsburgh, any security holder of
(4) Ampco-Pittsburgh Corporation or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

The price reported in this column is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.5000 to \$18.5100 inclusive. The Reporting Person undertakes to provide to Ampco-Pittsburgh, any security holder of
(5) Ampco-Pittsburgh Corporation or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

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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