

Zatawski Keith  
 Form 3  
 August 10, 2017

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Zatawski Keith		(Month/Day/Year)	AMPCO PITTSBURGH CORP [AP]	
(Last)	(First)	(Middle)	08/10/2017	
726 BELL AVENUE, SUITE 301			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
CARNEGIA, PA 15106			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			Chief Risk Officer	<input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,606	D	

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

SEC 1473 (7-02)

**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 number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
--	--	---	--	--	---

Edgar Filing: Zatawski Keith - Form 3

	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Non-Qualified Stock Options	Â (1)	05/02/2023	common stock	5,500	\$ 17.16	D	Â
Non-Qualified Stock Options	Â (1)	04/29/2024	common stock	5,500	\$ 20	D	Â
Restricted Stock Units	Â (2)	Â (2)	common stock	742	\$ (3)	D	Â
Restricted Stock Units	Â (4)	Â (4)	common stock	1,248	\$ (3)	D	Â
Restricted Stock Units	Â (5)	Â (5)	common stock	858	\$ (3)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zatawski Keith 726 BELL AVENUE SUITE 301 CARNEGIA, PA 15106	Â	Â	Â Chief Risk Officer	Â

## Signatures

/s/Masha Trainor, Attorney-In-Fact, POA Attached  
Hereto

08/10/2017

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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 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.

(2) The reporting person received a grant of 2,226 restricted stock units, which vest in 3 annual installments, beginning on May 5, 2016. 1/3 of the restricted stock units vested on May 5, 2016. 1/3 of the restricted stock units vested on May 5, 2017. The remainder will continue to vest in one installment through the remainder of the term.

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

(4) The reporting person received a grant of 1,872 restricted stock units, which vest in 3 annual installments, beginning on May 5, 2017. 1/3 of the restricted stock units vested on May 5, 2017. The remainder will continue to vest in two installments through the remainder of the term.

(5) The restricted stock units vest in three equal annual installments beginning May 3, 2018.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.