

SUPERIOR INDUSTRIES INTERNATIONAL INC
 Form 4
 November 08, 2007

FORM 4

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

OMB APPROVAL

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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 *
KELLEY WILLIAM B JR

2. Issuer Name and Ticker or Trading Symbol
SUPERIOR INDUSTRIES INTERNATIONAL INC [SUP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
7800 WOODLEY AVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/29/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP, Operation Plan & Schedule

VAN NUYS, CA 91406
 (City) (State) (Zip)

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

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|-----------------------------|------------------------------|------------------|---------------------|---|--------|------------------|-----------------|--------------|----------------------------|
| | | | | Code | V | | | | |
| Stock Option (Right to Buy) | \$ 29.4 | 12/29/2006 | D ⁽¹⁾⁽²⁾ | | 1,249 | <u>(1)(2)</u> | 09/20/2011 | Common Stock | 1,249 |
| Stock Option (Right to Buy) | \$ 36.87 | 12/29/2006 | A ⁽¹⁾⁽²⁾ | 1,249 | | <u>(1)(2)</u> | 09/20/2011 | Common Stock | 1,249 |
| Stock Option (Right to Buy) | \$ 36.2 | 12/29/2006 | D ⁽¹⁾⁽²⁾ | | 2,500 | <u>(1)(2)</u> | 10/09/2012 | Common Stock | 2,500 |
| Stock Option (Right to Buy) | \$ 42.75 | 12/29/2006 | A ⁽¹⁾⁽²⁾ | 2,500 | | <u>(1)(2)</u> | 10/09/2012 | Common Stock | 2,500 |
| Stock Option (Right to Buy) | \$ 42.87 | 12/29/2006 | D ⁽¹⁾⁽²⁾ | | 3,749 | <u>(1)(2)</u> | 12/19/2013 | Common Stock | 3,749 |
| Stock Option (Right to Buy) | \$ 43.22 | 12/29/2006 | A ⁽¹⁾⁽²⁾ | 3,749 | | <u>(1)(2)</u> | 12/19/2013 | Common Stock | 3,749 |
| Stock Option (Right to Buy) | \$ 17.15 | 12/29/2006 | D ⁽¹⁾⁽²⁾ | | 20,000 | <u>(1)(2)</u> | 08/09/2016 | Common Stock | 20,000 |
| Stock Option (Right to Buy) | \$ 17.56 | 12/29/2006 | A ⁽¹⁾⁽²⁾ | 20,000 | | <u>(1)(2)</u> | 08/09/2016 | Common Stock | 20,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KELLEY WILLIAM B JR 7800 WOODLEY AVE | | | VP, Operation Plan & Schedule | |

VAN NUYS, CA 91406

Signatures

By: /s/ Stephen H. Gamble as
Attorney-in-Fact

11/08/2007

__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) The reporting person has entered into an agreement, dated December 29, 2006 (the "Agreement"), with Superior Industries International, Inc. ("the Company") to have the exercise prices of certain options granted to the reporting person reset to be equal to, and in no event less than, the fair market value of a share of the Company's common stock on the applicable accounting measurement date for the grant. (Continued to footnote 2.)

(2) See the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2006 filed April 10, 2007, exhibits 10.45 and 10.46 for additional information. For Section 16 reporting purposes only, the increases in option exercise prices are deemed to be cancellation of the old options and the grant of replacement options. The other terms of the outstanding options (including the vesting of the options) remain unchanged.

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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