STONERIDGE INC
Form 4
March 28, 2017

FORM 4

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

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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Sloan Michael D

(Last) (First) (Middle)

C/O STONERIDGE, INC., 39675 MACKENZIE DR. SUITE 400

(Street)

NOVI, MI 48377

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
STONERIDGE INC [sri]

3. Date of Earliest Transaction (Month/Day/Year)
03/25/2017

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 below) _____ Other (specify below)
Vice President

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)
			Code	V	Amount	(A) or (D)	Price			
Common Shares, without par value	03/25/2017		M		34,361	A	(1)	75,166	D	
Common Shares, without par value	03/25/2017		F		10,943	D	$ 18.26	64,223	D	

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

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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
Performance Shares	(1)	03/25/2017		M		34,361		(1)	(1)	Common Shares, without par value	34,361
Performance Shares	(1)	03/25/2017		D		4,489		(1)	(1)	Common Shares, without par value	(1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sloan Michael D C/O STONERIDGE, INC. 39675 MACKENZIE DR. SUITE 400 NOVI, MI 48377			Vice President	

Signatures

/s/ Robert M. Loesch, by power of attorney	03/28/2017
**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) On March 25, 2014 the Reporting Person was granted 38,850 Performance Shares vesting on March 25, 2017; 15,600 of the Performance Shares were time-based and vested on March 25, 2017 and were paid on a one-for-one basis in common shares and 23,500 were time and performance based. Of the time and performance based Performance Shares 18,761 vested on March 25, 2017 and were paid on a one for one basis in common shares and 4,489 were forfeited.

(2) Performance Shares vesting in 2018, 2019 and 2020 payable upon vest on a one-for-one basis in common shares.

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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