

DeGaynor Jonathan B
Form 4
May 17, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
DeGaynor Jonathan B

(Last) (First) (Middle)

C/O STONERIDGE, INC., 39675
MACKENZIE DRIVE, 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)
05/15/2018

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)
President and 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) |
|----------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Shares, without par value | 05/15/2018 | | S | | 25,000 | D | \$ 29.7424 (1) |
| Common Shares, without par value | 05/16/2018 | | S | | 5,000 | A | \$ 30.7087 (1) |

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

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SEC 1474 (9-02)

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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) | 8. P... Der... Sec... (Ins... | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Performance Shares/Share Units | (2) | | | | | (2) | (2) | Common Shares, without par value | 238,330 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DeGaynor Jonathan B C/O STONERIDGE, INC. 39675 MACKENZIE DRIVE, SUITE 400 NOVI, MI 48377 | X | | President and CEO | |

Signatures

/s/ Robert M. Loesch, by power of attorney
Date: 05/17/2018

__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 price reported in Column 4 is a weighted average price. The common shares were sold in multiple transactions on May 15, 2018 at prices per share ranging from \$29.52 to \$29.8484 and on May 16, 2018 at prices per share ranging from \$30.5401 to \$30.8245. The Reporting Person undertakes to provide Stoneridge, Inc. and the SEC staff, upon request, full information on the number of common shares sold at each price within the ranges.
- (2) Performance Shares/Share Units were granted to the Reporting Person under the Company's Long-Term Incentive Plan in 2016, 2017 and 2018. Share Units are time-based awards and are paid on a one-for-one basis in Company common shares on the third anniversary of the date of grant if the Reporting Person remains employed by the Company on that date. Performance Shares are time-based and Company performance-based and are also paid, if earned, on a one-for-one basis in Company common shares (i) if the Reporting Person remains

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employed by the Company on that date, and (ii) depending on Company performance over a three year performance period.

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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