

PROLIANCE INTERNATIONAL, INC.
Form SC 13D/A
July 20, 2006

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

SCHEDULE 13D AMENDMENT

Under the Securities Exchange Act of 1934

(Amendment No. 1)

PROLIANCE INTERNATIONAL INC.

(Name of Issuer)

COMMON STOCK

(Title of class of securities)

74340R104

(CUSIP Number)

CARL WILLIAM DINGER III
PO BOX 150
GREEN VILLAGE, NJ 07935
(973-408-9377)

(Name, address and telephone number of person authorized to
receive notices and communications)

July 19, 2006

(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box:

/ /.

Note: Schedules filed in paper format shall include a signed original and five copies of Schedule, including all exhibits. See 240.13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 74340R104

1. NAMES OF THE REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

Carl W. Dinger 143-46-8816
III*
The Estate of Carl 144-12-6770
W. Dinger Jr.
Jeff E. Dinger 143-46-8785
Charlotte Dinger 22-6746067
Trust
Carousel World 22-3699584
LP
Ashley E. Dinger 22-6710058
Trust
Caleigh N. Dinger 22-6710059
Trust
Shelby C. Dinger 22-6739944
Trust

(*individually and as trustee for three separate irrevocable trusts for the benefit of Carl W. Dinger III's children)

2. CHECK THE APPROPRIATE BOX IF MEMBER OF A GROUP

(a) / X /

(b) / /

3. SEC USE ONLY

4. SOURCE OF FUNDS (SEE INSTRUCTIONS)

PF, OO of each reporting person of the group

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

/ /

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Carl W. Dinger III - USA
Jeff E. Dinger - USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

1,000,500 shares

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

1,000,500 shares

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

Carl W. Dinger III 449,300 shares

-

Estate of Carl W. Dinger Jr. 47,900

Dinger Jr.

Jeff E. Dinger 10,000

Ashley Dinger 13,800

Ashley E. Dinger 103,000

Trust -

Caleigh N. Dinger 101,500

Trust -

Shelby C. Dinger 103,000

Trust-

Charlotte Dinger 78,000

Trust

Carousel World 94,000

LP

12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

/ /

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.45%

14. TYPE OF REPORTING PERSON

IN

SPECIAL INSTRUCTIONS FOR COMPLYING WITH SCHEDULE 13D

The following constitutes the Schedule 13D filed by the undersigned

ITEM 1. SECURITY AND ISSUER

This statement relates to the Common Stock, \$.01 par value per share ("the shares"), of Proliance International, Inc. (the "Issuer"). The principal offices of the Issuer are at 100 Gando Drive, New Haven, CT 06513.

ITEM 2. IDENTITY AND BACKGROUND

a.) This statement is being filed jointly by Carl W. Dinger III, Jeff Dinger individually, and as executors of the estate of Carl Dinger Jr. and with Carl Dinger and Jeff Dinger as trustees for the four trusts. Carl Dinger III is the parent of Ashley Dinger, Caleigh Dinger and Shelby Dinger. Jeff Dinger is the GP of the Carousel World LP and Jeff and Carl Dinger are co-trustees of the Charlotte Dinger Trust.

b.) The principal address of each person or entity in the group is as follows:

Carl W. Dinger III (individually, as trustee and as executor)
PO Box 150
Green Village, NJ 07935

c.) Present Principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted;

Carl W. Dinger III - Consultant/Officer of Carousel World LP
Jeff E. Dinger - GP of Carousel World LP

d.) No reporting person in the group has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

e.) None of the reporting persons in this group has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

f.) Mr. Carl W. Dinger III, Jeffrey E. Dinger, and Ashley E. Dinger are citizens of the United States.

ITEM 3. SOURCE OF FUNDS

The source of funds of each of the filer are personal funds in several accounts, and borrowings from investment brokerage accounts supported by several equity holdings. The four irrevocable trusts and the partnership have no such borrowings.

ITEM 4. PURPOSE OF THE TRANSACTION

The filing group has purchased the shares of the issuer for investment purposes. In a recent meeting with management, the filers believe management's efforts to cut costs through the recent merger will drive earnings significantly higher notwithstanding commodity cost increases. The filing group believes that these synergistic cost savings will begin to affect the bottom line in the current quarter but reserves the right to seek an extraordinary corporate transaction should the benefits not result in a materially higher stock price in the next 12-18 months.

ITEM 5. INTEREST IN THE SECURITIES OF THE ISSUER

a.) As reported in the Issuer's 10Q for the quarter ending March 31, 2005 the issuer had 15,499,902 common shares outstanding. The filing group owns 1,000,500 common shares representing 6.45% of the Issuer's shares outstanding. Each member of the group owns shares as follows:

| | |
|------------------------------|----------------|
| Carl W. Dinger III | 449,300 shares |
| Estate of Carl W. Dinger Jr. | 47,900 |
| Jeff E. Dinger | 10,000 |
| Ashley Dinger | 13,800 |
| Ashley E. Dinger Trust* | 103,000 |
| Caleigh N. Dinger Trust* | 101,500 |

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Shelby C. Dinger 103,000
Trust*
Charlotte Dinger 78,000
Trust*
Carousel World 94,000
LP

*Trusts in which Carl W. Dinger III and Jeff Dinger act as trustees.

b.) Carl W. Dinger III retains voting control over his holdings. Carl W. Dinger III and Jeff Dinger vote the shares for the trusts as trustees. Jeff Dinger votes the shares held by Carousel World LP as general partner.

c.) Transactions over the past sixty days are as follows, (all purchases):

For Carl W. Dinger III accounts, (all purchases):

| <u>Date</u> | <u>Shares</u> | <u>Average Price</u> |
|-------------|---------------|----------------------|
| 5/23/2006 | 7,000 | \$4.58 |
| 5/24/2006 | 4,700 | \$4.54 |
| 5/26/2006 | 6,000 | \$4.51 |
| 5/31/2006 | 3,000 | \$4.60 |
| 6/1/2006 | 7,000 | \$4.65 |
| 6/6/2006 | 4,000 | \$4.61 |
| 6/7/2006 | 3,000 | \$4.69 |
| 6/8/2006 | 5,000 | \$4.75 |
| 6/9/2006 | 5,000 | \$4.68 |
| 6/13/2006 | 500 | \$4.60 |
| 6/22/2006 | 1,500 | \$4.57 |
| 6/26/2006 | 6,000 | \$4.50 |
| 7/3/2006 | 6,400 | \$4.51 |
| 7/6/2006 | 4,000 | \$4.55 |
| 7/7/2006 | 5,000 | \$4.50 |
| 7/11/2006 | 2,600 | \$4.50 |
| 7/12/2006 | 300 | \$4.50 |
| 7/13/2006 | 1,400 | \$4.51 |
| 7/14/2006 | 3,000 | \$4.50 |
| 7/17/2006 | 1,300 | \$4.50 |
| 7/18/2006 | 2,000 | \$4.50 |
| 7/19/2006 | 3,200 | \$4.58 |

For the Ashley E. Dinger Irrevocable Trust:

| <u>Date</u> | <u>Shares</u> | <u>Average Price</u> |
|-------------|---------------|----------------------|
| 5/24/2006 | 3,000 | \$4.55 |

d.) No person other than the Reporting Persons is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such shares of common stock.

e.) Not applicable

ITEM 6. CONTRACTS, AGREEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Other than described herein, there are no contracts, arrangements or understandings among the Reporting Persons, or between the Reporting Persons and any other Person, with respect to the securities of the Issuer.

ITEM 7. MATERIALS TO BE FILED AS EXHIBITS

There are no materials to be filed as exhibits.

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

July 19, 2006
Date

<Carl W. Dinger III>
Carl W. Dinger III, Individually, as Trustee, and as
Executor

<Jeffrey E. Dinger>
Jeffrey E. Dinger, Individually, as Trustee, as
General Partner and as Executor