

SUPERIOR INDUSTRIES INTERNATIONAL INC

Form 4

May 13, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
BORICK STEVEN J

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)
2707 KIPLING STREET

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/09/2014

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

HOUSTON, TX 77098

(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)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	05/09/2014		M			10,000	A	\$ 14.85	260,932	D	
Common Stock	05/09/2014		S			10,000	D	\$ 19.1972 (1)	250,932	D	
Common Stock	05/09/2014		M			30,000	A	\$ 14.85	280,932	D	
Common Stock	05/09/2014		S			30,000	D	\$ 19.4015 (2)	250,932	D	
	05/12/2014		M			13,167	A	\$ 15.17	264,099	D	

Common
Stock

Common Stock 05/12/2014 S 13,167 D \$ 20.104⁽³⁾ 250,932 D

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

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.

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 (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)	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 14.85	05/09/2014		M	40,000	03/01/2014 ⁽⁴⁾ 03/01/2020	Common Stock	40,000
Stock Option (Right to Buy)	\$ 15.17	05/12/2014		M	13,167	08/14/2010 ⁽⁵⁾ 08/14/2019	Common Stock	13,167

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BORICK STEVEN J 2707 KIPLING STREET HOUSTON, TX 77098		X		

Signatures

/s/ Paula Winner Barnett as Attorney-in-Fact 05/13/2014

**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) This price represents an average price with a trading range of a high of \$19.31 and a low of \$19.15.
- (2) This price represents an average price with a trading range of a high of \$19.66 and a low of \$19.15.
- (3) This price represents an average price with a trading range of a high of \$20.17 and a low of \$20.10.
- (4) These options vested 25% on March 1, 2011, 25% on March 1, 2012, 25% on March 1, 2013 and 25% on March 1, 2014.
- (5) These options vested 25% on August 14, 2010, 25% on August 14, 2011, 25% on August 14, 2012 and 25% on August 14, 2013.

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.