

JOHNSON MARLISS

Form 4

May 07, 2018

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
JOHNSON MARLISS

(Last) (First) (Middle)

726 BELL AVENUE, SUITE 301

(Street)

CARNEGIE, PA 15106

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
AMPCO PITTSBURGH CORP [AP]

3. Date of Earliest Transaction
(Month/Day/Year)
05/03/2018

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)

V.P. Fin & Chief Acctg Officer

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 Stock	05/03/2018		F		171	D \$ 9.2	5,438 D
Common Stock	05/05/2018		M ⁽¹⁾		636	A \$ 0	6,074 D
Common Stock	05/05/2018		F		176	D \$ 9.35	5,898 D
Common Stock	05/05/2018		F		246	D \$ 9.35	5,652 D

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

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(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)	8. Price of Derivative Security (Instr. 5)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(2)	05/05/2018		M	636	(3)	(3)	Common Stock	636	(2)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
JOHNSON MARLISS 726 BELL AVENUE SUITE 301 CARNEGIE, PA 15106	V.P. Fin & Chief Acctg Officer

Signatures

/s/ Rose Hoover for Marliss Johnson (POA previously
filed)

05/07/2018

__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) Represents the portion of restricted stock units granted on May 5, 2015, vested on May 5, 2018 and previously reported on Table II of Form 4 filed May 7, 2015.

(2) Each restricted stock unit represents a contingent right to receive one share of Ampco-Pittsburgh Corporation common stock.

The reporting person received a grant of 1,907 restricted stock units, which vest in 3 annual installments, beginning on May 5, 2016. 1/3 of the restricted stock units vested on May 5, 2016. 1/3 of the restricted stock units vested on May 5, 2017. The final 1/3 of the restricted stock units vested on May 5, 2018 and is reported on table I of this form 4.

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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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