

FRIGO FRED V
Form 4/A
November 03, 2011

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FRIGO FRED V

(Last) (First) (Middle)

C/O DORMAN PRODUCTS,
INC., 3400 WALNUT STREET

(Street)

COLMAR, PA 18915

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Dorman Products, Inc. [DORM]

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

03/01/2011

4. If Amendment, Date Original
Filed(Month/Day/Year)

03/07/2011

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Senior Vice Pres., Operations

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)
Common Stock	03/01/2011 ⁽¹⁾		M	20,000 A	\$ 7.14 70,000	D	
Common Stock	03/01/2011 ⁽¹⁾		M	2,976 A	\$ 12.48 72,976	D	
Common Stock	03/01/2011		F	638 ⁽²⁾ D	\$ 34.67 72,338	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

number.

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
Employee Stock Option (Right to Buy)	\$ 7.14	03/01/2011 ⁽¹⁾		M	20,000	⁽³⁾ 12/18/2013	Common Stock	20,000
Employee Stock Option (Right to Buy)	\$ 12.48	03/01/2011 ⁽¹⁾		M	2,976	⁽⁴⁾ 01/03/2015	Common Stock	2,976

Reporting Owners

Reporting Owner Name / Address	Relationships
FRIGO FRED V C/O DORMAN PRODUCTS, INC. 3400 WALNUT STREET COLMAR, PA 18915	Director 10% Owner Officer Other Senior Vice Pres., Operations

Signatures

/s/ Fred V. Frigo 11/03/2011

**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) As a result of an administrative error, the date of this transaction was incorrectly reported as March 4, 2011 on the original Form 4 filed by the reporting person on March 7, 2011.
- (2) In connection with the exercise of an employee stock option previously reported by the reporting person on his original Form 4 filed March 7, 2011, 638 shares of common stock were withheld by the issuer to satisfy the reporting person's payroll tax withholding obligations. Such withholding of shares of common stock was not reported on the March 7, 2011 Form 4.

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- (3) The option became exercisable in five equal annual installments beginning on December 18, 2004, which was the first anniversary of the date on which the option was granted.
- (4) The option, representing a right to purchase a total of 20,000 shares, became exercisable in five equal annual installments beginning on January 3, 2006, which was the first anniversary of the date on which the option was granted.

Remarks:

The filing of this Statement shall not be construed as an admission (a) that the person filing this Statement is, for the purposes

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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