

BEAVER THOMAS A
Form 4
March 30, 2018

FORM 4

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

OMB APPROVAL

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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 *
BEAVER THOMAS A

(Last) (First) (Middle)
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)
03/30/2018

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)
Vice President - Global Sales

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 Ownership (Instr. 4) |
|----------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Shares, without par value | 03/30/2018 | | M | | 34,248 | A | \$ 93,950 |
| Common Shares, without par value | 03/30/2018 | | F | | 10,949 | D | \$ 27.6 |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Performance Shares | <u>(1)</u> | 03/30/2018 | | M | 34,248 | <u>(1)</u> <u>(1)</u> | Common Shares, without par value 34,248 |
| Performance Shares | <u>(1)</u> | 03/30/2018 | | F | 1,962 | <u>(1)</u> <u>(1)</u> | Common Shares, without par value 1,962 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BEAVER THOMAS A 39675 MACKENZIE DRIVE, SUITE 400 NOVI, MI 48377 | | | Vice President - Global Sales | |

Signatures

/s/ Robert M. Loesch, by power of attorney 03/30/2018

**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).

- On March 30, 2015 the Reporting Person was granted under the Company Long-Term Incentive Plan 36,210 performance shares, vesting (if earned) on March 30, 2018; 12,780 of the performance shares were time-based and were earned and vested on March 30, 2018 and
- (1) were paid on a one-for-one basis in common shares and 23,430 performance shares were time-based and performance based. Of the time and performance based performance shares, 21,468 were earned and vested on March 30, 2018 and were paid on a one-for-one basis in common shares and 1,962 performance shares were not earned.
 - (2) Includes performance shares and time-based share units vesting (if earned) in 2019, 2020 and 2021.

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