

BERMAN STEVEN L  
Form 4  
June 29, 2012

**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 \*  
BERMAN STEVEN L

(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)  
06/27/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Executive Officer

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 06/27/2012                           |  | S                              |   | 116,110<br>(1)  | D  | \$<br>23.49<br>(2)                                    |
| Common Stock                    | 06/28/2012                           |  | S                              |   | 12,881<br>(3)   | D  | \$<br>23.39<br>(4)                                    |
| Common Stock                    |                                      |  |                                |   |   | I  | 1,919,804   |
|                                 |                                      |  |                                |   |   | I  | 103,296   |

By Partnership  
By Grantor Retained Annuity Trust

|              |                       |   |  |                               |
|--------------|-----------------------|---|--|-------------------------------|
| Common Stock |                       |   |  | By Charitable Remainder Trust |
| Common Stock | 106,914               | I |  | By Children in Trust          |
| Common Stock | 25,534 <sup>(6)</sup> | I |  | By 401(k)                     |

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) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |
|  |  |                                      |  |                                |   | Code   | V   | (A)  | (D)   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| BERMAN STEVEN L<br>C/O DORMAN PRODUCTS, INC.<br>3400 WALNUT STREET<br>COLMAR, PA 18915 | X             | X         | Chief Executive Officer |       |

## Signatures

/s/ Steven L. Berman 06/29/2012

\_\_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) The sales reported on this Form 4 by Mr. Berman were effected pursuant to a Rule 10b5-1 Trading plan adopted by Mr. Berman on May 31, 2012.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$23.34 to \$23.73. The reporting person undertakes to provide to Dorman Products, Inc., any security holder of Dorman Products, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (2) These shares were sold by a limited partnership for which the reporting person is (i) a limited partner and (ii) a controlling shareholder of the general partner of such partnership. The reported securities represent only the reporting person's pecuniary interest in the securities sold by the Partnership on the Transaction Date. The sales reported on this Form 4 by the Partnership were effected pursuant to a Rule 10b5-1 Trading Plan adopted by the Partnership on March 15, 2012.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$23.29 to \$23.56. The reporting person undertakes to provide to Dorman Products, Inc., any security holder of Dorman Products, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (4) The reported securities represent only the reporting person's pecuniary interest in the securities held by the Partnership.
- (5) The shares are represented by units held in a unitized stock fund through the Issuer's 401(k) Retirement Plan and Trust. The unitized stock fund of the Issuer's 401(k) Retirement Plan and Trust consists of cash and Common Stock in amounts that vary from time to time.
- (6) As of March 31, 2012, the reporting person had 16,492 units in the Issuer's 401(k) Retirement Plan and Trust, which units consisted of 12,767 shares of Common Stock. The share amount reflected in column 5 has been adjusted for the payment of a dividend on June 15, 2012.

### 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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