

STONERIDGE INC

Form 4

February 06, 2013

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 *
STRICKLER GEORGE E

(Last) (First) (Middle)

**C/O STONERIDGE, INC., 9400 E.
MARKET ST.**

(Street)

WARREN, OH 44484

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
STONERIDGE INC [SRI]

3. Date of Earliest Transaction
(Month/Day/Year)
02/04/2013

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)

EVP and CFO

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 Shares, without par value	02/04/2013		A		94,050 (1)	A \$ 0	416,301 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
required to respond unless the form
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(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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Phantom Shares	(2)	02/04/2013		A	31,350	(2) (2)	Common Shares, without par value	31,350

Reporting Owners

Reporting Owner Name / Address	Relationships
STRICKLER GEORGE E C/O STONERIDGE, INC. 9400 E. MARKET ST. WARREN, OH 44484	Director 10% Owner Officer Other EVP and CFO

Signatures

/s/ Robert M. Loesch, by power of attorney
02/06/2013

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) Restricted Common Shares granted to the Reporting Person pursuant to the Amended and Restated Long-Term Incentive Plan. Provided that the Reporting Person remains employed 62,700 shares will vest and no longer be subject to risk of forfeiture on February 4, 2016 and provided that the Reporting Person remains employed and subject to Company performance 31,350 shares will vest and no longer be subject to risk of forfeiture on February 4, 2016.

(2) Granted to the Reporting Person pursuant to the Long-Term Cash Incentive Plan. Each Phantom Share is the economic equivalent of one Company Common Share. Provided that the Reporting Person remains employed and depending on Company performance the Phantom Shares will be paid out in cash on February 4, 2016.

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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