

AMPCO PITTSBURGH CORP

Form 4

November 25, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**PAUL ROBERT A**

(Last) (First) (Middle)

**600 GRANT STREET, 4600 USX  
TOWER**

(Street)

**PITTSBURGH, PA 15219**

(City) (State) (Zip)

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

**AMPCO PITTSBURGH CORP [AP]**

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

**11/22/2013**

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)

Chairman & CEO

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                    | 11/22/2013                           |                                                    | S <u>(2)</u>                   |                                                                   | 4,046  | D \$<br>18.5005<br><u>(3)</u> | 175,974                                                                                       | I                                                        | By Louis Berkman Declaration of Trust                 |
| Common Stock                    | 11/25/2013                           |                                                    | S <u>(2)</u>                   |                                                                   | 8,015  | D \$<br>18.5206<br><u>(4)</u> | 167,959                                                                                       | I                                                        | By Louis Berkman Declaration of Trust                 |
| Common Stock                    |                                      |                                                    |                                |                                                                   |        |                               | 42,889                                                                                        | D                                                        |                                                       |
|                                 |                                      |                                                    |                                |                                                                   |        |                               | 13,767                                                                                        | I                                                        |                                                       |

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Common  
Stock

Shares Held  
By Spouse

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable<br>Expiration<br>Date                      | Title<br>Amount<br>or<br>Number<br>of Shares                        |
| Non-Qualified<br>Stock Options                      | \$ 37.89                                                           |                                         |                                                             |                                      |                                                                                                                    | (1) 09/04/2018                                                 | Common<br>Stock 35,000                                              |
| Non-Qualified<br>Stock Options                      | \$ 13.37                                                           |                                         |                                                             |                                      |                                                                                                                    | (1) 02/19/2019                                                 | Common<br>Stock 35,000                                              |
| Non-Qualified<br>Stock Options                      | \$ 25.77                                                           |                                         |                                                             |                                      |                                                                                                                    | (1) 02/18/2020                                                 | Common<br>Stock 35,000                                              |
| Non-Qualified<br>Stock Options                      | \$ 25.18                                                           |                                         |                                                             |                                      |                                                                                                                    | (1) 05/05/2021                                                 | Common<br>Stock 20,000                                              |
| Non-Qualified<br>Stock Options                      | \$ 17.67                                                           |                                         |                                                             |                                      |                                                                                                                    | (1) 05/03/2022                                                 | Common<br>Stock 20,000                                              |
| Non-Qualified<br>Stock Options                      | \$ 17.16                                                           |                                         |                                                             |                                      |                                                                                                                    | (1) 05/02/2023                                                 | Common<br>Stock 20,000                                              |

## Reporting Owners

| Reporting Owner Name / Address                      | Relationships |           |                |       |
|-----------------------------------------------------|---------------|-----------|----------------|-------|
|                                                     | Director      | 10% Owner | Officer        | Other |
| PAUL ROBERT A<br>600 GRANT STREET<br>4600 USX TOWER | X             |           | Chairman & CEO |       |

PITTSBURGH, PA 15219

## Signatures

Rose Hoover for Robert A. Paul (POA Previously  
Filed)

11/25/2013

\_\_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).

Subject to acceleration in certain circumstances, the option becomes vested and exercisable under the following schedule assuming the

(1) optionee continues employment with the Issuer through the date of vesting: 33% on the grant date, 66% on the first anniversary of the grant date, 100% on the second anniversary of the grant date.

(2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by The Louis Berkman Declaration of Trust on August 1, 2013.

The price reported in this column is a weighted average price. These shares were sold in multiple transactions at prices ranging from

(3) \$18.5000 to \$18.5100 inclusive. The Reporting Person undertakes to provide to Ampco-Pittsburgh, any security holder of Ampco-Pittsburgh Corporation 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.

The price reported in this column is a weighted average price. These shares were sold in multiple transactions at prices ranging from

(4) \$18.5000 to \$18.6100 inclusive. The Reporting Person undertakes to provide to Ampco-Pittsburgh, any security holder of Ampco-Pittsburgh Corporation 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.

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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