

SUPERIOR INDUSTRIES INTERNATIONAL INC

Form 4

November 08, 2007

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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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 \*  
**KAKAR PARVEEN**2. Issuer Name and Ticker or Trading  
Symbol  
**SUPERIOR INDUSTRIES  
INTERNATIONAL INC [SUP]**5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
**7800 WOODLEY AVE**  
(Street)3. Date of Earliest Transaction  
(Month/Day/Year)  
**12/29/2006**☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
**VP, Program Development****VAN NUYS, CA 91406**4. If Amendment, Date Original  
Filed(Month/Day/Year)6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (D)                                                                  | Price                                                             |

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control  
number.**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 | 2. Conversion<br>or Exercise | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any | 4. Transaction<br>Code | 5. Number of<br>Derivative<br>Securities Acquired | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|---------------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|---------------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|

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| (Instr. 3)                           | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8)<br><br>Code | V | (A) or Disposed of<br>(D)<br>(Instr. 3, 4, and 5) |        | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of S |
|--------------------------------------|------------------------------------|------------------|------------------------|---|---------------------------------------------------|--------|---------------------|--------------------|-----------------|--------------------------------|
|                                      |                                    |                  |                        |   | (A)                                               | (D)    |                     |                    |                 |                                |
| Stock<br>Option<br>(Right to<br>Buy) | \$ 29.4                            | 12/29/2006       | D <sup>(1)(2)</sup>    |   |                                                   | 500    | <sup>(1)(2)</sup>   | 09/20/2011         | Common<br>Stock | 5                              |
| Stock<br>Option<br>(Right to<br>Buy) | \$ 36.87                           | 12/29/2006       | A <sup>(1)(2)</sup>    |   | 500                                               |        | <sup>(1)(2)</sup>   | 09/20/2011         | Common<br>Stock | 5                              |
| Stock<br>Option<br>(Right to<br>Buy) | \$ 36.2                            | 12/29/2006       | D <sup>(1)(2)</sup>    |   |                                                   | 1,500  | <sup>(1)(2)</sup>   | 10/09/2012         | Common<br>Stock | 1,5                            |
| Stock<br>Option<br>(Right to<br>Buy) | \$ 42.75                           | 12/29/2006       | A <sup>(1)(2)</sup>    |   | 1,500                                             |        | <sup>(1)(2)</sup>   | 10/09/2012         | Common<br>Stock | 1,5                            |
| Stock<br>Option<br>(Right to<br>Buy) | \$ 42.87                           | 12/29/2006       | D <sup>(1)(2)</sup>    |   |                                                   | 2,250  | <sup>(1)(2)</sup>   | 12/19/2013         | Common<br>Stock | 2,2                            |
| Stock<br>Option<br>(Right to<br>Buy) | \$ 43.22                           | 12/29/2006       | A <sup>(1)(2)</sup>    |   | 2,250                                             |        | <sup>(1)(2)</sup>   | 12/19/2013         | Common<br>Stock | 2,2                            |
| Stock<br>Option<br>(Right to<br>Buy) | \$ 17.15                           | 12/29/2006       | D <sup>(1)(2)</sup>    |   |                                                   | 20,000 | <sup>(1)(2)</sup>   | 08/09/2016         | Common<br>Stock | 20,                            |
| Stock<br>Option<br>(Right to<br>Buy) | \$ 17.56                           | 12/29/2006       | A <sup>(1)(2)</sup>    |   | 20,000                                            |        | <sup>(1)(2)</sup>   | 08/09/2016         | Common<br>Stock | 20,                            |

## Reporting Owners

| Reporting Owner Name / Address    | Relationships |           |                         |       |
|-----------------------------------|---------------|-----------|-------------------------|-------|
|                                   | Director      | 10% Owner | Officer                 | Other |
| KAKAR PARVEEN<br>7800 WOODLEY AVE |               |           | VP, Program Development |       |

VAN NUYS, CA 91406

## Signatures

By: /s/ Stephen H. Gamble as  
Attorney-in-Fact

11/08/2007

\_\_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 reporting person has entered into an agreement, dated December 29, 2006 (the "Agreement"), with Superior Industries International, Inc. ("the Company") to have the exercise prices of certain options granted to the reporting person reset to be equal to, and in no event less than, the fair market value of a share of the Company's common stock on the applicable accounting measurement date for the grant. (Continued to footnote 2.)

(2) See the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2006 filed April 10, 2007, exhibits 10.45 and 10.46 for additional information. For Section 16 reporting purposes only, the increases in option exercise prices are deemed to be cancellation of the old options and the grant of replacement options. The other terms of the outstanding options (including the vesting of the options) remain unchanged.

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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