

Hartman Robert J. Jr.
Form 4
March 30, 2018

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 *
Hartman Robert J. Jr.

(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)

Chief Accounting Officer

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)
Common Shares, without par value	03/30/2018		M	8,947 A	46,228	D	
Common Shares, without par value	03/30/2018		F	2,554 D	\$ 22.6 43,674	D	

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**

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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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Performance Shares	(1)	03/30/2018		M	8,947	(1) (1)	Common Shares, without par value	8,947
Performance Shares	(1)	03/30/2018		D	513	(1) (1)	Common Shares, without par value	513

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Hartman Robert J. Jr.
39675 MACKENZIE DRIVE, SUITE 400
NOVI, MI 48377

Chief Accounting Officer

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).

- (1) On March 30, 2015 the Reporting Person was granted under the Company Long-Term Incentive Plan 9,460 performance shares, vesting on March 30, 2018; 3,340 of the performance shares were time-based and were earned and vested on March 30, 2018 and were paid on a one-for-one basis in common shares and 6,120 performance shares were time-based and performance-based. Of the time and performance based performance shares, 5,607 were earned and vested on March 30, 2018 and were paid on a one-for-one basis in common shares, and

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513 performance were not earned.

(2) Includes performance shares and time-based share units vesting in 2019, 2020 and 2021.

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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