

AMPCO PITTSBURGH CORP

Form 4

September 09, 2008

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 *
Louis Berkman Investment CO

2. Issuer Name **and** Ticker or Trading
Symbol
AMPCO PITTSBURGH CORP [AP]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

300 NORTH 7TH STREET

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
09/05/2008

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

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

STEUBENVILLE, OH 43952

(City) (State) (Zip)

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 Ownership (Instr. 4)
Common Stock	09/05/2008		S ⁽¹⁾	V Amount (A) or (D) Price 1,300 D \$ 35 (2) (3)	1,589,842	D	
Common Stock	09/05/2008		S	4,200 D \$ 36.39 (3) (4)	1,585,642	D	
Common Stock	09/05/2008		S	4,000 D \$ 37.13 (3) (5)	1,581,642	D	
Common Stock	09/05/2008		S	500 D \$ 38.01 (3) (6)	1,581,142	D	

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Louis Berkman Investment CO 300 NORTH 7TH STREET STEUBENVILLE, OH 43952	X

Signatures

/s/ Sean T. Peppard, as
attorney-in-fact

09/09/2008

__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).

- The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 19, 2008 (the "Plan"). The Plan was adopted to allow the Berkman family to satisfy liquidity and diversification objectives in connection with Mr. Berkman's estate planning.
- Represents a weighted average price for 1300 shares in a range of prices between \$34.72 and \$35.42 per share.
 - Upon request of the Securities and Exchange Commission staff, the issuer or a security holder of the issuer, reporting person will provide full information regarding the number of shares purchased or sold at each separate price.
 - Represents a weighted average price for 4200 shares in a range of prices between \$35.82 and \$36.75 per share.
 - Represents a weighted average price for 4000 shares in a range of prices between \$36.83 to \$37.80 per share.

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(6) Represents a weighted average price for 500 shares in a range of prices between \$37.95 and \$38.14 per share.

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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