

Dorman Products, Inc.
Form 5
February 12, 2014

FORM 5

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).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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
Number: 3235-0362
Expires: January 31,
2005
Estimated average
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1. Name and Address of Reporting Person *
BERMAN STEVEN L

(Last) (First) (Middle)

**C/O DORMAN PRODUCTS,
INC., 3400 WALNUT STREET**

(Street)

2. Issuer Name **and** Ticker or Trading
Symbol
Dorman Products, Inc. [DORM]

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/28/2013

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)

Chief Executive Officer

6. Individual or Joint/Group Reporting

(check applicable line)

COLMAR, PA 18915

☒ 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 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/23/2013	Â	G ⁽¹⁾	23,770 D \$ 0	1,098,764	D	Â
Common Stock	Â	Â	Â	Â Â Â	488,912	I	By Children in Trust
Common Stock	Â	Â	Â	Â Â Â	1,485,391	I	By Grantor Retained Annuity Trust

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Common Stock	Â	Â	Â	Â	Â	Â	99,857	I	By Charitable Remainder Trust
Common Stock	Â	Â	Â	Â	Â	Â	25,468 ⁽²⁾	I	By 401(k)

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

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SEC 2270
(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. of Derivative Securities (Instr. 5)
					(A) (D)	Date Exercisable Expiration Date	Title or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships
BERMAN STEVEN L C/O DORMAN PRODUCTS, INC. 3400 WALNUT STREET COLMAR,Â PAÂ 18915	Director 10% Owner Officer Other Â X Â X Â Chief Executive Officer Â

Signatures

/s/ Thomas J. Knoblauch, by Power of Attorney 02/12/2014
 **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) This transaction involved a gift of securities by the reporting person to the Steven and Ilene Berman Family Foundation dated December 22, 2001, of which the reporting person is a co-trustee. The reporting person disclaims beneficial ownership of the shares held by the Steven and Ilene Berman Family Foundation dated December 22, 2001.

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- (2) The shares are represented by units held in a unitized stock fund through the Issuer's 401(k) Retirement Plan and Trust. The unitized stock fund of the Issuer's 401(k) Retirement Plan and Trust consists of cash and Common Stock in amounts that vary from time to time. As of December 31, 2013, the reporting person had 16,492 units in the Issuer's 401(k) Retirement Plan and Trust, which units consisted of 25,468 shares of Common Stock.

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Remarks:

TheÂ filingÂ ofÂ thisÂ StatementÂ shallÂ notÂ beÂ construedÂ asÂ anÂ admissionÂ (a)Â thatÂ theÂ personÂ filingÂ this

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.

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