

AMPCO PITTSBURGH CORP
 Form 4
 May 07, 2015

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
JOHNSON MARLISS

(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)
 05/05/2015

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)
 Vice President

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 Reported (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)	
				(A) or (D)	Transaction(s) Price			
				Code	V	Amount	(D)	Price

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 Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Options	\$ 37.89								(1)	09/04/2018	Common Stock	15,000
Non-Qualified Stock Options	\$ 13.37								(1)	02/19/2019	Common Stock	15,000
Non-Qualified Stock Options	\$ 25.77								(1)	02/18/2020	Common Stock	15,000
Non-Qualified Stock Options	\$ 25.18								(2)	05/05/2021	Common Stock	8,500
Non-Qualified Stock Options	\$ 17.67								(2)	05/03/2022	Common Stock	8,500
Non-Qualified Stock Options	\$ 17.16								(2)	05/02/2023	Common Stock	8,500
Non-Qualified Stock Options	\$ 20								(2)	04/29/2024	Common Stock	8,500
Restricted Stock Units	(3)	05/05/2015			A				(4)	(4)	Common Stock	1,907

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSON MARLISS 600 GRANT STREET 4600 USX TOWER PITTSBURGH, PA 15219			Vice President	

Signatures

Rose Hoover for Marliiss Johnson (POA Previously
Filed)

05/07/2015

__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) Subject to acceleration in certain circumstances, the option becomes vested and exercisable under the following schedule assuming the optonee continues employment with the Issuer through the date of vesting: 33% on the grant date, 66% on the first anniversary of the

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grant date, 100% on the second anniversary of the grant date.

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

- (2) optionee continues employment with the Issuer through the date of vesting: 33% on the first anniversary of the grant date, 66% on the second anniversary of the grant date and 100% on the third anniversary of the grant date.
- (3) Each restricted stock unit represents a contingent right to receive one share of Ampco-Pittsburgh Corporation common stock.
- (4) The restricted stock units vest in three equal annual installments beginning May 5, 2016.

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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