

FRIGO FRED V  
Form 4/A  
November 03, 2011

**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 \*  
FRIGO FRED V

(Last) (First) (Middle)

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

(Street)

COLMAR, PA 18915

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/01/2011

4. If Amendment, Date Original Filed(Month/Day/Year)  
03/07/2011

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

Senior Vice Pres., Operations

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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |  |
| Common Stock                    | 03/01/2011 <sup>(1)</sup>            |  | M                              |   | 20,000 A \$ 7.14  | 70,000   | D  |
| Common Stock                    | 03/01/2011 <sup>(1)</sup>            |  | M                              |   | 2,976 A \$ 12.48  | 72,976   | D  |
| Common Stock                    | 03/01/2011                           |  | F                              |   | 638 <sup>(2)</sup> D \$ 34.67   | 72,338   | D  |

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

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (Right to Buy)       | \$ 7.14  | 03/01/2011 <sup>(1)</sup>            |  | M                              | 20,000  | <sup>(3)</sup> 12/18/2013                                | Common Stock  | 20,000                     |
| Employee Stock Option (Right to Buy)       | \$ 12.48   | 03/01/2011 <sup>(1)</sup>            |  | M                              | 2,976   | <sup>(4)</sup> 01/03/2015                                | Common Stock  | 2,976                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                               |       |
|---|---------------|-----------|-------------------------------|-------|
|   | Director      | 10% Owner | Officer                       | Other |
| FRIGO FRED V<br>C/O DORMAN PRODUCTS, INC.<br>3400 WALNUT STREET<br>COLMAR, PA 18915 |               |           | Senior Vice Pres., Operations |       |

## Signatures

/s/ Fred V. Frigo 11/03/2011

\*\*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) As a result of an administrative error, the date of this transaction was incorrectly reported as March 4, 2011 on the original Form 4 filed by the reporting person on March 7, 2011.
- (2) In connection with the exercise of an employee stock option previously reported by the reporting person on his original Form 4 filed March 7, 2011, 638 shares of common stock were withheld by the issuer to satisfy the reporting person's payroll tax withholding obligations. Such withholding of shares of common stock was not reported on the March 7, 2011 Form 4.

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- (3) The option became exercisable in five equal annual installments beginning on December 18, 2004, which was the first anniversary of the date on which the option was granted.
- (4) The option, representing a right to purchase a total of 20,000 shares, became exercisable in five equal annual installments beginning on January 3, 2006, which was the first anniversary of the date on which the option was granted.

### **Remarks:**

The filing of this Statement shall not be construed as an admission (a) that the person filing this Statement is, for the purposes

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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