

Tykal Robert
Form 4
March 08, 2019

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 *
Tykal Robert

2. Issuer Name **and** Ticker or Trading
Symbol
SUPERIOR INDUSTRIES
INTERNATIONAL INC [SUP]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
26600 TELEGRAPH ROAD, SUITE
400

3. Date of Earliest Transaction
(Month/Day/Year)
03/07/2019

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)
SVP, Operations

(Street)
SOUTHFIELD, MI 48033

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

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	03/07/2019		A ⁽¹⁾		5,289	A	\$ 0	12,566	D
Common Stock	03/07/2019		F ⁽²⁾		1,939	D	\$ 5.49	10,627	D
Common Stock	03/07/2019		M		1,956	A	\$ 0	12,583	D
Common Stock	03/07/2019		F ⁽²⁾		717	D	\$ 5.49	11,866	D

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. Pr Deriv Secu (Instr	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	(3)	03/07/2019		M	1,956	(4)	(4)	Common Stock	1,956

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Tykal Robert 26600 TELEGRAPH ROAD SUITE 400 SOUTHFIELD, MI 48033	SVP, Operations

Signatures

/s/ Joanne Finnorn as
Attorney-in-Fact 03/08/2019

__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) Shares acquired upon settlement of performance-based restricted stock units relating to the three-year performance period ending December 31, 2018, which were granted under the Issuer's Amended and Restated 2008 Equity Incentive Plan and exempt from liability under Section 16(b) of the Securities Exchange Act pursuant to Rule 16b-3(d).

(2) These shares were withheld solely for the purpose of paying taxes due upon the vesting and settlement of performance-based restricted stock units and restricted stock units as applicable, that were granted to the Reporting Person under the Company's Amended and Restated 2008 Equity Incentive Plan.

(3)

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Each restricted stock unit represents a contingent right to receive one share of common stock of Superior Industries International, Inc.

- (4) The restricted stock units vest and settle in stock in two approximately equal installments on approximately March 7, 2018 and 2019.

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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