

AMPCO PITTSBURGH CORP

Form 4

December 19, 2014

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HOOVER ROSE

(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)

12/19/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Exec. V.P. & Chief Admin. Off.

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Ownership (Instr. 4)
Common Stock	12/19/2014		A	1,000	\$ 17.96	1,000	D

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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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)**

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Non-Qualified Stock Options	\$ 37.89					<u>(1)</u> 09/04/2018	Common Stock 20,000
Non-Qualified Stock Options	\$ 13.37					<u>(1)</u> 02/19/2019	Common Stock 13,334
Non-Qualified Stock Options	\$ 25.77					<u>(1)</u> 02/18/2020	Common Stock 20,000
Non-Qualified Stock Options	\$ 25.18					<u>(2)</u> 05/05/2021	Common Stock 11,500
Non-Qualified Stock Options	\$ 17.67					<u>(2)</u> 05/03/2022	Common Stock 11,500
Non-Qualified Stock Options	\$ 17.16					<u>(2)</u> 05/02/2023	Common Stock 11,500
Non-Qualified Stock Options	\$ 20					<u>(2)</u> 04/29/2024	Common Stock 11,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOOVER ROSE 600 GRANT STREET 4600 USX TOWER PITTSBURGH, PA 15219			Exec. V.P. & Chief Admin. Off.	

Signatures

/s/ Rose Hoover 12/19/2014

**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).

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

- (1) optionee continues employment with the Issuer through the date of vesting: 33% on the grant date, 66% on the first anniversary of the 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.

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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