

SUPREME INDUSTRIES INC

Form 4

April 22, 2014

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 *
GARDNER HERBERT M

2. Issuer Name and Ticker or Trading Symbol
SUPREME INDUSTRIES INC
[STS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
04/18/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of Board

P O BOX 463

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

WADING RIVER, NY 11792

(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 or Price		
Class A Common Stock	04/18/2014		M		30,510 A \$ 5.5054	405,860 ⁽²⁾	D
Class A Common Stock	04/18/2014		F		19,241 D \$ 8.73	386,619 ⁽²⁾	D
Class A Common Stock						10,969 ⁽¹⁾ ⁽²⁾	I By Estate of Wife ⁽¹⁾
Class B Common						587,862 ⁽²⁾	D

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Stock

Class B

Common

Stock

66,516 (1) (2) I

By Estate
of Wife (1)

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Incentive Stock Option (reload)	\$ 5.5054 <u>(2)</u>	04/18/2014		M	30,510 <u>(2)</u>	<u>(3)</u> 04/25/2014	Class A Common Stock	30,510 <u>(2)</u>	
Incentive Stock Option (reload)	\$ 4.62 <u>(2)</u>					<u>(3)</u> 05/07/2015	Class A Common Stock	32,111 <u>(2)</u>	
Incentive Stock Option	\$ 1.48 <u>(2)</u>					<u>(3)</u> 06/25/2016	Class A Common Stock	15,750 <u>(2)</u>	
Incentive Stock Option	\$ 2.12 <u>(2)</u>					<u>(3)</u> 09/30/2017	Class A Common Stock	31,500 <u>(2)</u>	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GARDNER HERBERT M P O BOX 463	X		Chairman of Board	

WADING RIVER, NY 11792

Signatures

/s/ Herbert M.
Gardner

04/22/2014

__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) Reporting person disclaims beneficial ownership of shares owned by the estate of Mary Gardner.
- (2) Adjusted for five percent stock dividend paid to all stockholders of record on June 3, 2013.
- (3) Currently exercisable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.