

AMPCO PITTSBURGH CORP

Form 3

June 03, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

Â Carothers Robert G

(Last) (First) (Middle)

726 BELL AVENUE

(Street)

CARNEGIE,Â PAÂ 15106

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

06/02/2015

3. Issuer Name **and** Ticker or Trading Symbol
AMPCO PITTSBURGH CORP [AP]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

Chairman & CEO, Union Electric

5. 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**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**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 number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)Date Expiration
Exercisable Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)Title Amount or
Number of
Shares4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)
(Instr. 5)6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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Non-Qualified Stock Options	Â <u>(1)</u>	09/04/2018	Common Stock	25,000	\$ 37.89	D	Â
Non-Qualified Stock Options	Â <u>(1)</u>	02/18/2020	Common Stock	25,000	\$ 25.77	D	Â
Non-Qualified Stock Options	Â <u>(2)</u>	05/06/2021	Common Stock	13,500	\$ 25.18	D	Â
Non-Qualified Stock Options	Â <u>(2)</u>	05/03/2022	Common Stock	13,500	\$ 17.67	D	Â
Non-Qualified Stock Options	Â <u>(2)</u>	02/02/2023	Common Stock	12,500	\$ 17.16	D	Â
Non-Qualified Stock Options	Â <u>(2)</u>	04/29/2024	Common Stock	12,500	\$ 20	D	Â
Restricted Stock Units	Â <u>(3)</u>	Â <u>(3)</u>	Common Stock	3,829	\$ <u>(4)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Carothers Robert G 726 BELL AVENUE CARNEGIE,Â PAA 15106	Â	Â	Â Chairman & CEO, Union Electric	Â

Signatures

Rose Hoover, Attorney-In-Fact, POA Attached
Hereto

06/03/2015

 **Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

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.

- (3) The restricted stock units vest in three equal annual installments beginning May 5, 2016.

- (4) Each restricted stock unit represents a contingent right to receive one share of Ampco-Pittsburgh Corporation common stock.

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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