

AMPCO PITTSBURGH CORP  
Form 3  
June 03, 2015

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

OMB APPROVAL

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**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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Carothers Robert G		(Month/Day/Year)	AMPCO PITTSBURGH CORP [AP]	
(Last)	(First)	(Middle)	06/02/2015	
726 BELL AVENUE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
CARNEGIE,Â PAÂ 15106			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Chairman & CEO, Union Electric	

**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)
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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)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable      Expiration Date	Title      Amount or Number of Shares			

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

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Carothers Robert G 726 BELL AVENUE CARNEGIE, PA 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.

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.