

Zatawski Keith
Form 3/A
May 07, 2018

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 and Ticker or Trading Symbol | |
| Zatawski Keith | | (Month/Day/Year) | AMPCO PITTSBURGH CORP [AP] | |
| (Last) | (First) | (Middle) | 05/07/2018 | |
| 726 BELL AVENUE, SUITE 301 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | 08/10/2017 |
| CARNEGIA, PA 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 |
| | | | Chief Risk Officer | |

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) |
|---------------------------------|---|--|---|
| Common Stock | 1,606 | D | ^ |
| Common Stock | 742 ⁽¹⁾ | D | ^ |
| Common Stock | 1,248 ⁽²⁾ | D | ^ |
| Common Stock | 858 ⁽²⁾ | D | ^ |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date <small>(Month/Day/Year)</small> | | 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 | | |
| Non-Qualified Stock Options | Â (3) | 05/02/2023 | Common Stock | 5,500 | \$ 17.16 | D Â |
| Non-Qualified Stock Options | Â (3) | 04/29/2024 | Common Stock | 5,500 | \$ 20 | D Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Zatawski Keith 726 BELL AVENUE SUITE 301 CARNEGIA, PA 15106 | Â | Â | Â Chief Risk Officer | Â |

Signatures

/s/ Masha Trainor for Keith Zatawski, POA
previously filed

05/07/2018

__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).

(1) Represents a grant of restricted stock units under the Ampco-Pittsburgh Corporation ("Company") 2011 Incentive Plan. Each restricted stock unit represents the contingent right to receive, upon vesting of the unit, one share of Ampco-Pittsburgh Corporation common stock. Restricted stock units vest in three equal annual installments beginning on the first anniversary of the grant date.

(2) Represents a grant of restricted stock units under the Ampco-Pittsburgh Corporation ("Company") 2016 Omnibus Incentive Plan. Each restricted stock unit represents the contingent right to receive, upon vesting of the unit, one share of Ampco-Pittsburgh Corporation common stock. Restricted stock units vest in three equal annual installments beginning on the first anniversary of the grant date.

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

Â

Remarks:

This Â amendment Â corrects Â a Â previous Â filing Â in Â which Â Restricted Â Stock Â Units Â were Â erroneously Â reported Â

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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