

SILLS ARTHUR S
Form 4
September 06, 2017

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 *
SILLS PETER J

2. Issuer Name and Ticker or Trading Symbol
STANDARD MOTOR PRODUCTS INC [SMP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

____ Director _____ 10% Owner
____ Officer (give title below) X Other (specify below)
Director Emeritus

STANDARD MOTOR PRODUCTS, INC., 37-18 NORTHERN BLVD.

09/05/2017

(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
 X Form filed by More than One Reporting Person

LONG ISLAND CITY, NY 11101

(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 Ownership (Instr. 4)
Common Stock	09/05/2017		S ⁽¹⁾	1,253 D	\$ 45.4 (2)	859,891 (3)	I See note (4)
Common Stock	09/05/2017		S ⁽¹⁾	1,352 D	\$ 45.05 (5)	858,539	I See note (4)
Common Stock					360,713	D (6)	
Common Stock					351,010	D (7)	

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SILLS PETER J STANDARD MOTOR PRODUCTS, INC. 37-18 NORTHERN BLVD. LONG ISLAND CITY, NY 11101	Director Emeritus
SILLS ARTHUR S STANDARD MOTOR PRODUCTS, INC. 37-18 NORTHERN BLVD. LONG ISLAND CITY, NY 11101	Director Emeritus

Signatures

/s/ Peter J. Sills 09/06/2017
 **Signature of Reporting Person Date

/s/ Arthur S. Sills 09/06/2017
 **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) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the Sills Family Foundation.

This transaction was executed in multiple trades at prices ranging from \$45.73 to \$45.26. The price reported above reflects the weighted

(2) average sale price. Peter J. Sills and Arthur S. Sills hereby undertake to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(3) Reflects the Sills Family Foundation's receipt of a bona fide gift of shares, exempt from Section 16(b) pursuant to Rule 16b-5.

(4) These shares are owned directly by the Sills Family Foundation, and indirectly by Peter J. Sills and Arthur S. Sills, who are directors emeritus of the issuer and directors and officers of the foundation.

This transaction was executed in multiple trades at prices ranging from \$45.23 to \$44.45. The price reported above reflects the weighted

(5) average sale price. Peter J. Sills and Arthur S. Sills hereby undertake to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(6) These shares are owned directly by Peter J. Sills.

(7) These shares are owned directly by Arthur S. Sills.

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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