

AMPCO PITTSBURGH CORP  
Form 4  
March 11, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**PAUL ROBERT A**  
  
(Last) (First) (Middle)  
  
**600 GRANT STREET, 4600 USX TOWER**  
  
(Street)  
  
**PITTSBURGH, PA 15219**  
  
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**AMPCO PITTSBURGH CORP [AP]**

3. Date of Earliest Transaction (Month/Day/Year)  
**03/10/2014**

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

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chairman & CEO**

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 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)
Common Stock	03/10/2014		S <sup>(2)</sup>	7,582 D	\$ 19.6406 <u>(3)</u>	0 I	By Louis Berkman Declaration of Trust
Common Stock					42,889	D	
Common Stock					13,767	I	Shares Held By Spouse

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

**Persons who respond to the collection of information contained in this form are not**

SEC 1474 (9-02)

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**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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Options	\$ 37.89					(1)	09/04/2018	Common Stock	35,000
Non-Qualified Stock Options	\$ 13.37					(1)	02/19/2019	Common Stock	35,000
Non-Qualified Stock Options	\$ 25.77					(1)	02/18/2020	Common Stock	35,000
Non-Qualified Stock Options	\$ 25.18					(1)	05/05/2021	Common Stock	20,000
Non-Qualified Stock Options	\$ 17.67					(1)	05/03/2022	Common Stock	20,000
Non-Qualified Stock Options	\$ 17.16					(1)	05/02/2023	Common Stock	20,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PAUL ROBERT A 600 GRANT STREET 4600 USX TOWER PITTSBURGH, PA 15219	X		Chairman & CEO	

## Signatures

Rose Hoover for Robert A. Paul (POA Previously Filed) 03/11/2014

\_\_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).

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.

(1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by The Louis Berkman Declaration of Trust on August 1, 2013.

The price reported in this column is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.3500 to \$19.8400 inclusive. The Reporting Person undertakes to provide to Ampco-Pittsburgh, any security holder of Ampco-Pittsburgh Corporation or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

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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