

AMPCO PITTSBURGH CORP
Form 4
September 11, 2008

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 *
Louis Berkman Investment CO

(Last) (First) (Middle)
300 NORTH 7TH STREET
(Street)

STEUBENVILLE, OH 43952

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/09/2008

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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 09/09/2008 | | S ⁽¹⁾ | | 3,400 | D | \$ 31.94 <u>(2) (3)</u> |
| Common Stock | 09/09/2008 | | S | | 4,700 | D | \$ 33.04 <u>(2) (4)</u> |
| Common Stock | 09/09/2008 | | S | | 1,000 | D | \$ 34.08 <u>(2) (5)</u> |
| Common Stock | 09/09/2008 | | S | | 900 | D | \$ 34.8 <u>(2) (6)</u> |
| | | | | | | | 1,567,742 |
| | | | | | | | 1,563,042 |
| | | | | | | | 1,562,042 |
| | | | | | | | 1,561,142 |

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

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SEC 1474 (9-02)

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

Table with columns: 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. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 5), 10. Amount or Number of Shares.

Reporting Owners

Table with columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Row: Louis Berkman Investment CO, 300 NORTH 7TH STREET, STEUBENVILLE, OH 43952, X.

Signatures

/s/ Sean T. Peppard, as attorney-in-fact, 09/11/2008

**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) 2008 (the "Plan"). The Plan was adopted to allow the Berkman family to satisfy liquidity and diversification objectives in connection with Mr. Berkman's estate planning.
(2) Upon the request of the Securities and Exchange Commission staff, the issuer or a security holder of the issuer, reporting person will provide full information regarding the number of shares purchased or sold at each separate price.
(3) Represents a weighted average price for 3400 shares in a range of prices between \$31.50 and \$32.48 per share.
(4) Represents a weighted average price for 4700 shares in a range of prices between \$32.53 and \$33.48 per share.
(5) Represents a weighted average price for 1000 shares in a range of prices between \$33.69 and \$34.65 per share.

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(6) Represents a weighted average price for 900 shares in a range of prices between \$34.70 and \$34.96 per share.

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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