

AMPCO PITTSBURGH CORP
Form SC 13D/A
February 02, 2009

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

SCHEDULE 13D/A

**Under the Securities Exchange Act of 1934
(Amendment No. 3)***

Ampco-Pittsburgh Corporation
(Name of Issuer)

Common Stock, par value \$1.00 per share
(Title of Class of Securities)

032037 10 3

(CUSIP Number)

Louis Berkman

c/o The Louis Berkman Investment Company

P.O. Box 820

Steubenville, Ohio 43952

(614) 283-3722

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

January 17, 2008

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 032037 10 3

NAMES OF REPORTING PERSONS:

1 The Louis Berkman Investment Company

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2 (a)
(b)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4 WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6 Ohio

SOLE VOTING POWER:

7

NUMBER OF 1,493,942

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY 8 0

SOLE DISPOSITIVE POWER:

EACH REPORTING 9

PERSON 1,493,942

WITH SHARED DISPOSITIVE POWER:

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11

1,493,942

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

13

14.7%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

14

CO

CUSIP No. 032037 10 3

This Amendment No. 3 to Schedule 13D (Amendment) amends and supplements, in accordance with Rule 13d-2, the Schedule 13D filed on April 28, 2006 by The Louis Berkman Investment Company, an Ohio corporation (LBIC), with respect to the Common Stock, par value \$1.00 per share (Common Shares), of the Ampco-Pittsburgh Corporation (the Issuer), as amended by Amendment No. 1 thereto filed on July 5, 2007 and Amendment No. 2 (the Second Amendment) thereto filed on December 26, 2007.

Item 4. Purpose of Transaction

Item 4 of this Schedule 13D is hereby amended and supplemented as follows:

This Amendment is being filed to report the sale by LBIC of 8,612 Common Shares pursuant to a Sales Plan adopted by LBIC on March 26, 2007 and amended on August 14, 2007 (the Original Sales Plan) following the filing of the Second Amendment on December 26, 2007. Subsequently, a new Sales Plan was adopted on May 19, 2008 and amended on September 17, 2008 (the New Sales Plan) by LBIC in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934. The New Sales Plan provides for the sale by LBIC of up to 10,000 shares per trading day, up to an aggregate of 600,000 shares over a one year period, upon the terms and subject to the price limits set forth in the New Sales Plan. LBIC has sold 119,900 Common Shares since September 2, 2008 pursuant to the New Sales Plan.

Except as set forth herein, the reporting person filing this Amendment has no plans or proposals that relate to or would result in any of the actions or events set forth in paragraphs (a) through (j) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer

Item 5 of this Schedule 13D is hereby amended and restated as follows:

- (c). Since filing of the Second Amendment on December 26, 2007, LBIC has sold an additional 8,612 Common Shares pursuant to the Original Sales Plan, for an aggregate total of 750,000 Common Shares under the Original Sales Plan. As of the date of this Amendment, LBIC has sold an aggregate of 119,900 Common Shares pursuant to the New Sales Plan. The dates of the respective sales under the Original Sales Plan, with number of Common Shares sold and sale price per share, are set forth in Annex I hereto, which is incorporated herein by reference. The dates of the respective sales under the New Sales Plan, with number of Common Shares sold and sale price per share, are set forth in Annex II hereto, which is incorporated herein by reference.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 2, 2009

THE LOUIS BERKMAN INVESTMENT
COMPANY

/s/ Scott Stevens

By: Scott Stevens

Its: Vice President Finance

4

Annex I

The following sales have been made pursuant to the Original Sales Plan through January 17, 2007.

Transaction Date	Quantity	Price
17-Jan-08	100	\$35.65
17-Jan-08	100	\$32.65
17-Jan-08	100	\$35.86
17-Jan-08	100	\$33.07
17-Jan-08	100	\$35.98
17-Jan-08	100	\$34.19
17-Jan-08	100	\$33.98
17-Jan-08	100	\$33.19
17-Jan-08	100	\$32.90
17-Jan-08	100	\$32.98
17-Jan-08	100	\$31.90
17-Jan-08	100	\$35.88
17-Jan-08	100	\$35.80
17-Jan-08	200	\$34.09
17-Jan-08	100	\$33.80
17-Jan-08	200	\$33.09
17-Jan-08	200	\$32.80
17-Jan-08	100	\$35.83
17-Jan-08	100	\$34.02
17-Jan-08	100	\$32.83
17-Jan-08	100	\$35.51
17-Jan-08	100	\$33.51
17-Jan-08	100	\$32.51
17-Jan-08	100	\$35.36
17-Jan-08	100	\$35.48
17-Jan-08	100	\$35.06
17-Jan-08	100	\$34.66
17-Jan-08	100	\$34.79
17-Jan-08	100	\$32.79
17-Jan-08	100	\$34.74
17-Jan-08	100	\$34.43
17-Jan-08	100	\$34.26
17-Jan-08	100	\$32.26
17-Jan-08	100	\$34.33
17-Jan-08	100	\$33.33
17-Jan-08	100	\$34.30
17-Jan-08	100	\$34.34
17-Jan-08	100	\$34.00
17-Jan-08	100	\$33.00
17-Jan-08	100	\$34.14
17-Jan-08	100	\$33.14
17-Jan-08	100	\$32.14
17-Jan-08	100	\$34.16
17-Jan-08	100	\$33.16

Transaction Date	Quantity	Price
17-Jan-08	100	\$33.92
17-Jan-08	100	\$33.94
17-Jan-08	100	\$33.15
17-Jan-08	100	\$33.64
17-Jan-08	100	\$33.55
17-Jan-08	100	\$33.41
17-Jan-08	100	\$31.49
17-Jan-08	200	\$33.04
17-Jan-08	100	\$32.85
17-Jan-08	100	\$31.85
17-Jan-08	200	\$33.12
17-Jan-08	300	\$33.22
17-Jan-08	100	\$32.22
17-Jan-08	100	\$33.17
17-Jan-08	100	\$33.05
17-Jan-08	100	\$33.20
17-Jan-08	100	\$33.28
17-Jan-08	100	\$32.28
17-Jan-08	100	\$33.24
17-Jan-08	300	\$32.39
17-Jan-08	100	\$32.31
17-Jan-08	100	\$32.53
17-Jan-08	200	\$32.44
17-Jan-08	100	\$31.44
17-Jan-08	100	\$32.52
17-Jan-08	100	\$32.46
17-Jan-08	100	\$32.54
17-Jan-08	100	\$32.56
17-Jan-08	100	\$32.18
17-Jan-08	100	\$31.57
17-Jan-08	100	\$31.67
17-Jan-08	112	\$31.69

A-2

Annex II

The following sales have been made pursuant to the New Sales Plan through September 17, 2008.

Transaction Date	Quantity	Price
2-Sep-08	100	\$43.96
2-Sep-08	100	\$44.09
2-Sep-08	100	\$43.92
2-Sep-08	100	\$43.87
2-Sep-08	100	\$43.99
2-Sep-08	100	\$44.41
2-Sep-08	100	\$41.07
2-Sep-08	100	\$40.52
2-Sep-08	100	\$40.86
2-Sep-08	200	\$41.47
2-Sep-08	100	\$41.83
2-Sep-08	100	\$41.87
2-Sep-08	100	\$42.35
2-Sep-08	200	\$42.48
2-Sep-08	100	\$41.92
2-Sep-08	100	\$41.85
2-Sep-08	100	\$41.77
2-Sep-08	200	\$40.59
2-Sep-08	100	\$40.55
2-Sep-08	100	\$40.64
2-Sep-08	100	\$40.61
2-Sep-08	100	\$40.59
2-Sep-08	100	\$40.53
2-Sep-08	100	\$40.83
2-Sep-08	200	\$40.84
2-Sep-08	100	\$41.29
2-Sep-08	100	\$41.24
2-Sep-08	100	\$41.23
2-Sep-08	100	\$41.32
2-Sep-08	100	\$41.37
2-Sep-08	100	\$41.46
2-Sep-08	100	\$41.44
2-Sep-08	100	\$41.45
2-Sep-08	200	\$41.69
2-Sep-08	100	\$41.70
2-Sep-08	100	\$41.62
2-Sep-08	100	\$41.58
2-Sep-08	200	\$41.54
2-Sep-08	100	\$41.58
2-Sep-08	100	\$41.74
2-Sep-08	100	\$41.82
2-Sep-08	200	\$41.90
2-Sep-08	100	\$41.99
2-Sep-08	100	\$42.15

2-Sep-08

100

\$42.18

A-3

Transaction Date	Quantity	Price
2-Sep-08	100	\$42.29
2-Sep-08	100	\$42.29
2-Sep-08	100	\$42.22
2-Sep-08	100	\$42.41
2-Sep-08	200	\$43.13
2-Sep-08	100	\$41.18
2-Sep-08	100	\$41.06
2-Sep-08	100	\$40.95
2-Sep-08	100	\$40.72
2-Sep-08	100	\$40.70
2-Sep-08	100	\$40.73
2-Sep-08	100	\$40.79
2-Sep-08	100	\$40.76
2-Sep-08	100	\$40.76
2-Sep-08	100	\$41.03
2-Sep-08	100	\$41.10
2-Sep-08	100	\$41.04
2-Sep-08	100	\$40.99
2-Sep-08	100	\$40.94
2-Sep-08	100	\$40.62
2-Sep-08	100	\$42.42
2-Sep-08	100	\$42.52
2-Sep-08	100	\$42.59
2-Sep-08	100	\$42.68
2-Sep-08	200	\$42.64
2-Sep-08	100	\$42.58
2-Sep-08	100	\$42.47
2-Sep-08	100	\$42.43
2-Sep-08	200	\$42.55
2-Sep-08	100	\$42.57
2-Sep-08	200	\$42.59
2-Sep-08	100	\$42.63
2-Sep-08	100	\$42.72
2-Sep-08	100	\$43.18
2-Sep-08	100	\$43.14
2-Sep-08	200	\$43.50
2-Sep-08	100	\$41.52
2-Sep-08	100	\$41.52
2-Sep-08	100	\$41.61
2-Sep-08	100	\$41.78
2-Sep-08	100	\$41.79
2-Sep-08	200	\$41.73
3-Sep-08	100	\$40.47
3-Sep-08	100	\$40.38
3-Sep-08	100	\$41.30
3-Sep-08	100	\$40.19

Edgar Filing: AMPCO PITTSBURGH CORP - Form SC 13D/A

3-Sep-08	200	\$40.32
3-Sep-08	100	\$41.32
3-Sep-08	100	\$40.18
3-Sep-08	100	\$40.07
3-Sep-08	100	\$40.38
3-Sep-08	100	\$40.30

A-4

Transaction Date	Quantity	Price
3-Sep-08	100	\$40.03
3-Sep-08	100	\$40.08
3-Sep-08	100	\$41.54
3-Sep-08	100	\$41.65
3-Sep-08	200	\$40.13
3-Sep-08	100	\$40.07
3-Sep-08	100	\$41.69
3-Sep-08	100	\$41.63
3-Sep-08	200	\$40.09
3-Sep-08	100	\$40.05
3-Sep-08	100	\$40.41
3-Sep-08	200	\$40.49
3-Sep-08	100	\$40.04
3-Sep-08	100	\$40.14
3-Sep-08	100	\$41.49
3-Sep-08	300	\$40.43
3-Sep-08	200	\$40.27
3-Sep-08	200	\$40.40
3-Sep-08	100	\$41.43
3-Sep-08	100	\$41.42
3-Sep-08	200	\$41.34
3-Sep-08	100	\$40.33
3-Sep-08	200	\$41.33
3-Sep-08	100	\$41.44
3-Sep-08	100	\$40.23
3-Sep-08	100	\$41.23
3-Sep-08	100	\$41.51
3-Sep-08	300	\$40.39
3-Sep-08	200	\$40.31
3-Sep-08	100	\$41.39
3-Sep-08	100	\$41.31
3-Sep-08	400	\$40.10
3-Sep-08	200	\$40.99
3-Sep-08	400	\$40.08
3-Sep-08	100	\$40.29
3-Sep-08	200	\$40.21
3-Sep-08	100	\$40.29
3-Sep-08	200	\$40.37
3-Sep-08	200	\$40.46
3-Sep-08	200	\$40.45
3-Sep-08	100	\$40.24
3-Sep-08	100	\$40.20
3-Sep-08	200	\$40.24
3-Sep-08	100	\$40.50
3-Sep-08	100	\$40.58
3-Sep-08	100	\$40.06

Edgar Filing: AMPCO PITTSBURGH CORP - Form SC 13D/A

3-Sep-08	100	\$40.66
3-Sep-08	300	\$40.01
3-Sep-08	100	\$40.80
3-Sep-08	100	\$40.72
3-Sep-08	100	\$40.89
3-Sep-08	100	\$40.06

A-5

Transaction Date	Quantity	Price
3-Sep-08	100	\$40.87
3-Sep-08	100	\$39.96
3-Sep-08	100	\$40.17
3-Sep-08	200	\$41.17
3-Sep-08	300	\$40.02
3-Sep-08	100	\$39.98
3-Sep-08	100	\$41.25
3-Sep-08	100	\$40.30
4-Sep-08	100	\$37.37
4-Sep-08	100	\$37.56
4-Sep-08	100	\$37.60
4-Sep-08	100	\$37.31
4-Sep-08	100	\$37.39
4-Sep-08	200	\$37.33
4-Sep-08	100	\$37.30
4-Sep-08	100	\$37.47
4-Sep-08	100	\$37.36
4-Sep-08	100	\$37.25
4-Sep-08	200	\$37.52
4-Sep-08	100	\$37.32
4-Sep-08	100	\$37.45
4-Sep-08	100	\$37.29
4-Sep-08	200	\$37.23
4-Sep-08	100	\$37.15
4-Sep-08	100	\$36.88
4-Sep-08	100	\$37.82
4-Sep-08	100	\$36.82
4-Sep-08	100	\$37.27
4-Sep-08	100	\$37.50
4-Sep-08	100	\$37.58
4-Sep-08	100	\$37.13
4-Sep-08	100	\$36.93
4-Sep-08	100	\$37.64
4-Sep-08	100	\$37.49
4-Sep-08	100	\$37.42
4-Sep-08	100	\$37.72
4-Sep-08	100	\$37.84
4-Sep-08	100	\$37.85
4-Sep-08	100	\$37.30
4-Sep-08	100	\$38.30
4-Sep-08	100	\$38.38
4-Sep-08	100	\$37.32
4-Sep-08	200	\$37.45
4-Sep-08	100	\$38.75
4-Sep-08	100	\$37.40