

STANDARD MOTOR PRODUCTS INC

Form 4

September 29, 2016

**FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/27/2016

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_X\_\_\_\_ Other (specify below)  
Director Emeritus

(Street)  
LONG ISLAND CITY, NY 11101

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

(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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|---------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount | (A) or (D) Price                |                                                                                               |                                                          |                                   |
| Common Stock                    | 09/27/2016                           |                                                    | S <sup>(1)</sup>               |                                                                   | 2,222  | D \$<br>46.78<br><sup>(2)</sup> | 849,976                                                                                       | I                                                        | See note <sup>(3)</sup>           |
| Common Stock                    | 09/27/2016                           |                                                    | S <sup>(1)</sup>               |                                                                   | 100    | D \$<br>47.34                   | 849,876                                                                                       | I                                                        | See note <sup>(3)</sup>           |
| Common Stock                    |                                      |                                                    |                                |                                                                   |        |                                 | 382,713                                                                                       | D <sup>(4)</sup>                                         |                                   |
| Common Stock                    |                                      |                                                    |                                |                                                                   |        |                                 | 361,010                                                                                       | D <sup>(5)</sup>                                         |                                   |

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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 required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Report<br>Transaction<br>(Instr. 10) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|------------------------------------------------------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>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 09/29/2016

\*\*Signature of  
Reporting Person

Date

/s/ Arthur S. Sills 09/29/2016

\*\*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 \$46.25 to \$47.18. 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) 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.

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

(5) 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.