

AMPCO PITTSBURGH CORP
Form 4
June 06, 2007

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 *
BERKMAN LOUIS

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
06/05/2007

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman Emeritus

P. O. BOX 820

(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
 Form filed by More than One Reporting Person

STEUBENVILLE, OH 43952

(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 | 06/04/2007 | | M | | 9,706 | A | \$ 10.8125 |
| Common Stock | | | | | 2,363,842 | I | Held by the The Louis Berkman Company |
| Common Stock | | | | | 215,000 | D | |
| Common Stock | 06/05/2007 | | S | | 5,366 | D | \$ 37 |
| | | | | | 4,340 | D | |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|-------|---|
| Common Stock | 06/05/2007 | S | 200 | D | \$ 37.02 | 4,140 | D |
| Common Stock | 06/05/2007 | S | 50 | D | \$ 37.13 | 4,090 | D |
| Common Stock | 06/05/2007 | S | 50 | D | \$ 37.15 | 4,040 | D |
| Common Stock | 06/05/2007 | S | 620 | D | \$ 37.56 | 3,420 | D |
| Common Stock | 06/05/2007 | S | 200 | D | \$ 37.24 | 3,220 | D |
| Common Stock | 06/05/2007 | S | 420 | D | \$ 37.27 | 2,800 | D |
| Common Stock | 06/05/2007 | S | 80 | D | \$ 37.29 | 2,720 | D |
| Common Stock | 06/05/2007 | S | 20 | D | \$ 37.5 | 2,700 | D |
| Common Stock | 06/05/2007 | S | 80 | D | \$ 37.51 | 2,620 | D |
| Common Stock | 06/05/2007 | S | 20 | D | \$ 37.52 | 2,600 | D |
| Common Stock | 06/05/2007 | S | 1,500 | D | \$ 37.54 | 1,100 | D |
| Common Stock | 06/05/2007 | S | 260 | D | \$ 37.55 | 840 | D |
| Common Stock | 06/05/2007 | S | 620 | D | \$ 37.56 | 220 | D |
| Common Stock | 06/05/2007 | S | 140 | D | \$ 37.57 | 80 | D |
| Common Stock | 06/05/2007 | S | 80 | D | \$ 37.58 | 0 | D |

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)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|---|

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| Derivative Security | | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|-----------------------------|------------|---|-----------|------------------|-----------------|--------------|----------------------------|
| | | Code | V (A) (D) | | | | |
| Non-Qualified Stock Options | \$ 10.8125 | | | 06/01/2000 | 04/25/2010 | Common Stock | 9,706 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BERKMAN LOUIS P. O. BOX 820 STEUBENVILLE, OH 43952 | X | X | Chairman Emeritus | |

Signatures

Rose Hoover for Louis Berkman (POA Previously Filed) 06/06/2007

**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).

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