

KEALEY MICHAEL

Form 4

March 08, 2019

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KEALEY MICHAEL

(Last) (First) (Middle)

**C/O DORMAN PRODUCTS,
INC., 3400 EAST WALNUT
STREET**

(Street)

COLMAR, PA 18915

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Dorman Products, Inc. [DORM]

3. Date of Earliest Transaction
(Month/Day/Year)
03/06/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
EVP, Commercial

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	03/06/2019		A	(A) or (D) Amount 1,662 (1)	\$ 0 21,514	D	
Common Stock	03/06/2019		F	486 (2)	\$ 82.03 21,028	D	
Common Stock	03/06/2019		A	760	\$ 0 21,788	D	
Common Stock					365 (3)	I	By 401(k)

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 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. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 82.03	03/06/2019		A	2,630	(4) 03/06/2027	Common Stock	2,630

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KEALEY MICHAEL C/O DORMAN PRODUCTS, INC. 3400 EAST WALNUT STREET COLMAR, PA 18915			EVP, Commercial	

Signatures

/s/ Thomas J. Knoblauch, by Power of Attorney

03/08/2019

**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) Represents the vesting of performance-based restricted stock granted in fiscal 2016 for the 2016-2018 performance cycle.
- (2) These shares were withheld by the Issuer upon the vesting of a restricted stock award to satisfy the Reporting Person's tax withholding obligations. Such withholding is treated as a disposition of securities under Section 16 of the Securities Exchange Act of 1934, as amended.

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- (3) The shares are represented by units held in a unitized stock fund through the Issuer's 401(k) Retirement Plan and Trust. The unitized stock fund of the Issuer's 401(k) Retirement Plan and Trust consists of cash and Common Stock in amounts that vary from time to time. As of February 28, 2019 the Reporting Person had 239 units in the Issuer's 401(k) Retirement Plan and Trust, which units consisted of 365 shares of Common Stock.
- (4) The option vests in four equal annual installments beginning on March 6, 2020, which is the first anniversary of the date of grant.

Remarks:

The filing of this Statement shall not be construed as an admission (a) that the person filing this Statement is, for the purposes

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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