

STONERIDGE INC
Form 4
February 06, 2013

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 *
Corey John C

(Last) (First) (Middle)
9400 EAST MARKET STREET
(Street)

WARREN, OH 44484

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
STONERIDGE INC [SRI]

3. Date of Earliest Transaction (Month/Day/Year)
02/04/2013

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)
CEO and President

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 Shares, without par value	02/04/2013		A		300,500 (1)	A	\$ 0 899,158
Common Shares, without par value					350,000	I	by trust f/b/o spouse

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

SEC 1474 (9-02)

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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
Phantom Shares	(2)	02/04/2012		A	100,200	(2) (2)	Common Shares, without par value	100,200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Corey John C 9400 EAST MARKET STREET WARREN, OH 44484	X		CEO and President	

Signatures

/s/ Roboert M. Loesch, by power of attorney
Date: 02/06/2013

**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) Restricted Common Shares granted to the Reporting Person pursuant to the Amended and Restated Long-Term Incentive Plan. Provided that the Reporting Person remains employed 200,300 shares vest and will no longer be subject to a substantial risk of forfeiture on February 4, 2016 and provided that the Reporting Person remains employed and depending on Company performance 100,200 shares vest and will no longer be subject to risk of forfeiture on February 4, 2016.

(2) Granted to the Reporting Person pursuant to the Long-Term Cash Incentive Plan. Each Phantom Share is the economic equivalent of one Company Common Share. Provided that the Reporting Person remains employed and depending on Company performance the Phantom Shares will be paid out in cash on February 4, 2016.

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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