

STANDARD MOTOR PRODUCTS INC  
Form 4  
June 01, 2006

**FORM 4**

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

OMB APPROVAL

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

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 \*  
SILLS LAWRENCE I

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)

3. Date of Earliest Transaction (Month/Day/Year)  
05/31/2006

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman of Board and CEO

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

(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

LONG ISLAND CITY, NY 11101

(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 (D) Price		
Common Stock-Owned By Wife <sup>(1)</sup>					2,812	D <sup>(1)</sup>	
Common Stock					289,687	I <sup>(2)</sup>	See Note <sup>(2)</sup>
Common Stock	05/31/2006		A		1,000	A	\$ 7.82
Common Stock					6,138 <sup>(3)</sup>	D	
	05/31/2006		A		1,000	A	\$ 705,261

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Common Stock						\$ 7.86		
Common Stock	05/31/2006		A	2,000	A	\$ 7.93	707,261	D
Common Stock	05/31/2006		A	1,000	A	\$ 7.91	708,261	D

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 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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Option-Common Stock	\$ 23.59	09/18/1997		A	10,000	09/18/2001	09/18/2006	Common Stock
Stock Option-Common Stock	\$ 23.84	05/27/1999		A	8,333	05/27/2001	05/27/2006	Common Stock
Stock Option-Common Stock	\$ 24.84	05/27/1999		A	8,333	05/27/2002	05/27/2007	Common Stock
Stock Option-Common Stock	\$ 10.29	05/18/2000		A	8,333	05/27/2002	05/27/2007	Common Stock
Stock Option-Common Stock	\$ 11.29	05/18/2000		A	8,333	08/18/2003	05/18/2008	Common Stock
Stock Option-Common Stock	\$ 13.74	02/14/2003		A	6,667	02/14/2004	02/14/2009	Common Stock
	\$ 14.74	02/14/2003		A	6,667	02/14/2005	02/14/2010	

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Stock Option-Common Stock								Common Stock
Stock Option-Common Stock	\$ 15.74	02/14/2003	A	6,666	02/14/2005	02/14/2010		Common Stock
Stock Option-Common Stock	\$ 13.55	05/24/2004	A	6,250	05/24/2005	05/24/2014		Common Stock
Stock Option-Common Stock	\$ 14.91	05/24/2004	A	6,250	05/24/2006	05/24/2014		Common Stock
Stock Option - Common Stock	\$ 10.55	05/19/2005	A	6,250	05/19/2006	05/19/2015		Common Stock
Stock Option - Common Stock	\$ 11.61	05/19/2005	A	6,250	05/19/2007	05/19/2015		Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SILLS LAWRENCE I STANDARD MOTOR PRODUCTS, INC. 37-18 NORTHERN BLVD LONG ISLAND CITY, NY 11101	X		Chairman of Board and CEO	

## Signatures

/s/ Lawrence I. Sills 06/01/2006

\_\_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) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purposes.
- (2) Trustee on 2 Family trusts
- (3) Shares in ESOP Plan

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.