

SUPERIOR INDUSTRIES INTERNATIONAL INC

Form 4/A

November 19, 2007

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 *
ORNSTEON R JEFFREY

2. Issuer Name and Ticker or Trading Symbol
SUPERIOR INDUSTRIES INTERNATIONAL INC [SUP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
7112 RINDGE AVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/28/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Ex-CFO/Ex-Director

PIMA DEL ROY, CA 90293

4. If Amendment, Date Original Filed(Month/Day/Year)
11/07/2007

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ 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)
Common Stock				(A) or (D) Price	300	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)

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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 Security (Instr. 3 and 4)	Amount or Number of S		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of S
Stock Option (Right to Buy)	\$ 25.88	12/28/2006		D ⁽¹⁾⁽²⁾			1,250	⁽¹⁾⁽²⁾	09/24/2009	Common Stock	1,250
Stock Option (Right to Buy)	\$ 26.19	12/28/2006		A ⁽¹⁾⁽²⁾		1,250		⁽¹⁾⁽²⁾	09/24/2009	Common Stock	1,250
Stock Option (Right to Buy)	\$ 28	12/28/2006		D ⁽¹⁾⁽²⁾			2,500	⁽¹⁾⁽²⁾	09/20/2010	Common Stock	2,500
Stock Option (Right to Buy)	\$ 32.25	12/28/2006		A ⁽¹⁾⁽²⁾		2,500		⁽¹⁾⁽²⁾	09/20/2010	Common Stock	2,500
Stock Option (Right to Buy)	\$ 29.4	12/28/2006		D ⁽¹⁾⁽²⁾			5,000	⁽¹⁾⁽²⁾	09/20/2011	Common Stock	5,000
Stock Option (Right to Buy)	\$ 36.87	12/28/2006		A ⁽¹⁾⁽²⁾		5,000		⁽¹⁾⁽²⁾	09/20/2011	Common Stock	5,000
Stock Option (Right to Buy)	\$ 36.2	12/28/2006		D ⁽¹⁾⁽²⁾			5,000	⁽¹⁾⁽²⁾	10/09/2012	Common Stock	5,000
Stock Option (Right to Buy)	\$ 42.75	12/28/2006		A ⁽¹⁾⁽²⁾		5,000		⁽¹⁾⁽²⁾	10/09/2012	Common Stock	5,000
Stock Option (Right to Buy)	\$ 42.87	12/28/2006		D ⁽¹⁾⁽²⁾			5,000	⁽¹⁾⁽²⁾	12/19/2013	Common Stock	5,000
	\$ 43.22	12/28/2006		A ⁽¹⁾⁽²⁾		5,000		⁽¹⁾⁽²⁾	12/19/2013		5,000

Stock Option (Right to Buy)	Exercise Price	Grant Date	Exercise Type	Quantity	Expiration Date	Common Stock
Stock Option (Right to Buy)	\$ 17.15	12/28/2006	D ⁽¹⁾⁽²⁾	25,000	<u>(1)(2)</u> 08/09/2016	Common Stock 25,000
Stock Option (Right to Buy)	\$ 17.56	12/28/2006	A ⁽¹⁾⁽²⁾	25,000	<u>(1)(2)</u> 08/09/2016	Common Stock 25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ORNSTEON R JEFFREY 7112 RINDGE AVE PIMA DEL ROY, CA 90293			Ex-CFO/Ex-Director	

Signatures

By: /s/ Stephen H. Gamble as Attorney-in-Fact
Date: 11/19/2007

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).
- (1) See the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2006 filed April 10, 2007, exhibits 10.45 and 10.46 for additional information. For Section 16 reporting purposes only, the increases in option exercise prices are deemed to be cancellation of the old options and the grant of replacement options. The other terms of the outstanding options (including the vesting of the options) remain unchanged.
- (2) The reporting person has entered into an agreement, dated December 28, 2006 (the "Agreement"), with Superior Industries International, Inc. ("the Company") to have the exercise prices of certain options granted to the reporting person reset to be equal to, and in no event less than, the fair market value of a share of the Company's common stock on the applicable accounting measurement date for the grant.

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.