SUPERIOR INDUSTRIES INTERNATIONAL INC
Form 4
November 08, 2007

FORM 4

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

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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
KELLEY WILLIAM B JR

(Last) (First) (Middle)

7800 WOODLEY AVE

(Street)

VAN NUYS, CA 91406

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/29/2006

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)
VP, Operation Plan & Schedule

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)
			Code	V	Amount	(A) or (D)	Price			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amou Underlying Securi (Instr. 3 and 4)

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	(A) or Disposed of (D) (Instr. 3, 4, and 5)							
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of S
Stock Option (Right to Buy)	$ 29.4	12/29/2006		D(1)(2)			1,249	(1)(2)	09/20/2011	Common Stock	1,2
Stock Option (Right to Buy)	$ 36.87	12/29/2006		A(1)(2)		1,249		(1)(2)	09/20/2011	Common Stock	1,2
Stock Option (Right to Buy)	$ 36.2	12/29/2006		D(1)(2)			2,500	(1)(2)	10/09/2012	Common Stock	2,5
Stock Option (Right to Buy)	$ 42.75	12/29/2006		A(1)(2)		2,500		(1)(2)	10/09/2012	Common Stock	2,5
Stock Option (Right to Buy)	$ 42.87	12/29/2006		D(1)(2)			3,749	(1)(2)	12/19/2013	Common Stock	3,7
Stock Option (Right to Buy)	$ 43.22	12/29/2006		A(1)(2)		3,749		(1)(2)	12/19/2013	Common Stock	3,7
Stock Option (Right to Buy)	$ 17.15	12/29/2006		D(1)(2)			20,000	(1)(2)	08/09/2016	Common Stock	20,
Stock Option (Right to Buy)	$ 17.56	12/29/2006		A(1)(2)		20,000		(1)(2)	08/09/2016	Common Stock	20,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KELLEY WILLIAM B JR 7800 WOODLEY AVE			VP, Operation Plan & Schedule	

VAN NUYS, CA 91406

Signatures

By: /s/ Stephen H. Gamble as Attorney-in-Fact	11/08/2007
**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) The reporting person has entered into an agreement, dated December 29, 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. (Continued to footnote 2.)

(2) 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.

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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