

SUPERIOR INDUSTRIES INTERNATIONAL INC  
 Form 4  
 March 24, 2005

**FORM 4**

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

OMB APPROVAL

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**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 \*  
**KELLEY WILLIAM B JR**

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)  
**7800 WOODLEY AVE**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**03/24/2005**

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
**V.P., Operations and Quality**

**VAN NUYS, CA 91406**  
 (City) (State) (Zip)

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

**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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nu of
Non-Qualified Stock Option (right to buy)	\$ 25	03/23/2005	A	V			15,000		03/23/2005	03/23/2015	Common Stock	15
Incentive Stock Option (right to buy)	\$ 20.63								09/03/1999	09/03/2008	Common Stock	2
Incentive Stock Option (right to buy)	\$ 22.63								04/14/1998	04/14/2007	Common Stock	7
Incentive Stock Option (right to buy)	\$ 25.88								09/24/2000	09/24/2009	Common Stock	3
Incentive Stock Option (right to buy)	\$ 28								09/20/2001	09/20/2010	Common Stock	4
Incentive Stock Option (right to buy)	\$ 29.4								09/20/2002	09/20/2011	Common Stock	3
Incentive Stock Option (right to buy)	\$ 34.08								04/30/2005	04/30/2014	Common Stock	1
Incentive Stock Option (right to buy)	\$ 36.2								10/09/2003	10/09/2012	Common Stock	3
Incentive Stock Option (right to buy)	\$ 42.87								12/19/2004	12/19/2013	Common Stock	2
Non-Qualified Stock Option (right to buy)	\$ 28								09/20/2001	09/20/2010	Common Stock	3
Non-Qualified Stock Option (right to buy)	\$ 29.4								09/20/2002	09/20/2011	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 34.08								04/30/2005	04/30/2014	Common Stock	1

