

STANDARD MOTOR PRODUCTS INC
Form 4
June 01, 2006

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 *
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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock-Owned By Wife ⁽¹⁾					2,812	D ⁽¹⁾	
Common Stock					289,687	I ⁽²⁾	See Note ⁽²⁾
Common Stock	05/31/2006		A	1,000	A \$ 7.82	704,261	D
Common Stock					6,138 ⁽³⁾	D	
	05/31/2006		A	1,000	A	\$ 705,261	D

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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.

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(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.