

MOTORCAR PARTS AMERICA INC
 Form 4
 September 11, 2015

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 *
 Daly Kevin Gerard

2. Issuer Name and Ticker or Trading Symbol
 MOTORCAR PARTS AMERICA INC [MPAA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 2929 CALIFORNIA STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/10/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Accounting Officer

TORRANCE, CA 90503

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

(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	(A) or (D)	Price
Common Stock	09/10/2015		M		5,500	A	\$ 6.46
					12,367		
Common Stock	09/10/2015		M		3,733	A	\$ 9.32
					16,100		
Common Stock	09/10/2015		M		1,667	A	\$ 22.93
					17,767		
Common Stock	09/10/2015		S		10,900	D	\$ 32.358
					(1)		6,867

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 Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Stock Option	\$ 6.46	09/10/2015		M	5,500	12/28/2012 ⁽²⁾ 12/27/2022	Common Stock	5,500
Stock Option	\$ 9.32	09/10/2015		M	3,733	09/03/2013 ⁽³⁾ 09/03/2023	Common Stock	3,733
Stock Option	\$ 22.93	09/10/2015		M	1,667	06/24/2014 ⁽⁴⁾ 06/22/2024	Common Stock	1,667

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Daly Kevin Gerard 2929 CALIFORNIA STREET TORRANCE, CA 90503			Chief Accounting Officer	

Signatures

/s/ Kevin Daly 09/11/2015

**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 price reported in Column 4 of Table I is a weighted average price. These shares were sold at multiple prices ranging from \$32.045 to \$32.62, inclusive. The reporting person undertakes to provide to Motorcar Parts of America, Inc., any security holder of Motorcar Parts of America, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

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- (2) The option vested as to one-third of the shares subject thereto on each of December 28, 2012, December 28, 2013 and December 28, 2014.
- (3) The option vested as to one-third of the shares subject thereto on each of September 3, 2014 and September 3, 2015 and will vest as to the remaining shares subject thereto on September 3, 2016.
- (4) The option vested as to one-third of the shares subject thereto on June 24, 2015 and will vest to as to one-third of the shares subject thereto on each of June 24, 2016 and June 24, 2017.

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.