

DeGaynor Jonathan B
 Form 4
 March 06, 2019

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 *
 DeGaynor Jonathan B

(Last) (First) (Middle)
 C/O STONERIDGE, INC., 39675
 MACKENZIE DRIVE, SUITE 400
 (Street)

NOVI, MI 48377

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 STONERIDGE INC [SRI]

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/04/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 President and CEO

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 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 or Price | | | | | |
| Common Shares, without par value | 03/04/2019 | | M | | 100,497 | A | ② | 174,619 | D | |
| Common Shares, without par value | 03/04/2019 | | F | | 38,805 | D | \$ | 30.04 | 135,814 | 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)

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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 (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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Share Units | <u>(1)</u> | 03/04/2019 | | A | 36,701 | <u>(1)</u> <u>(1)</u> | Common Shares |
| Performance Shares/Share Units | <u>(2)</u> | 03/04/2019 | | M | 100,497 | <u>(2)</u> <u>(2)</u> | Common Shares |
| Performance Shares/Share Units | <u>(2)</u> | 03/04/2019 | | D | 24,313 | <u>(2)</u> <u>(2)</u> | Common Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DeGaynor Jonathan B C/O STONERIDGE, INC. 39675 MACKENZIE DRIVE, SUITE 400 NOVI, MI 48377 | X | | President and CEO | |

Signatures

/s/ Robert M. Loesch, by power of attorney
Date: 03/06/2019

**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) Share Units granted to the Reporting Person pursuant to the Company's Long-Term Incentive Plan payable on a one-for-one basis in Company common shares if the Reporting Person remains employed on March 4, 2022.

(2) In 2016 Reporting Person was granted share units and performance shares pursuant to the Company's Long-Term Incentive Plan and on March 4, 2019 100,497 common shares were earned pursuant to the 2016 grant and paid on a one-for-one basis in Company common shares and 24,313 performance shares were not earned and were forfeited.

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.