

Flynn Mark R.
Form 4
March 08, 2019

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Flynn Mark R.

(Last) (First) (Middle)

C/O TOWER INTERNATIONAL,
INC., 17672 LAUREL PARK DR.
NORTH, SUITE 400E

(Street)

LIVONIA, MI 48152

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Tower International, Inc. [TOWR]

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

03/06/2019

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)

SVP, Global Human Resources

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)
Common Stock, Par Value \$0.01 Per Share	03/06/2019		M	1,162.1	A	1,162.1	D
Common Stock, Par Value \$0.01 Per Share	03/06/2019		F	396.1	D	\$ 25.32	766 D

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

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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 (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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	03/06/2019		A	3,555	<u>(2)</u> <u>(2)</u>	Common Stock, Par Value \$0.01 Per Share 3,555
Restricted Stock Units	<u>(1)</u>	03/06/2019		M	1,162.1	<u>(3)</u> <u>(3)</u>	Common Stock, Par Value \$0.01 Per Share 1,162.1

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Flynn Mark R. C/O TOWER INTERNATIONAL, INC. 17672 LAUREL PARK DR. NORTH, SUITE 400E LIVONIA, MI 48152	SVP, Global Human Resources

Signatures

/s/ Peter Ehrenberg,
Attorney-in-Fact
03/08/2019

**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)

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Each restricted stock unit (collectively, the "RSUs") represents a contingent right to receive one share of the common stock, par value \$0.01 per share (the "Common Stock") of Tower International, Inc. (the "Company").

- These RSUs will vest ratably on March 6, 2020, March 6, 2021, and March 6, 2022; provided, however, that such RSUs will vest in full
- (2) upon the occurrence of a "change in control" of the Company, as defined in the Tower International, Inc. 2010 Equity Incentive Plan (the "Plan"), or if the reporting person's employment terminates due to death or disability. There is no expiration date.

One-third of the RSUs originally granted to the reporting person on March 6, 2018, including a proportional amount of the DEUs accrued as additional RSUs in respect thereof, vested. The balance of the RSUs (including such proportional amount of the DEUs accrued in

- (3) respect thereof), will vest ratably on March 6, 2020 and March 6, 2021; provided, however, that such RSUs will vest in full upon the occurrence of a "change in control" of the Company, as defined in the Plan, or if the reporting person's employment terminates due to death or disability. There is no expiration date.

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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