

Malcolm Mark
Form 4
December 08, 2010

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Malcolm Mark

(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)

12/06/2010

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 & 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	12/06/2010		P		10,000	A	\$ 15.854 (1)
					30,000	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 Securities (Instr. 3 and 4)	8. F	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (right to buy)	\$ 13					(2)	10/14/2020	Common Stock	100,227
Restricted Stock Units	(3)					(4)(5)	(4)(5)	Common Stock	508,312

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Malcolm Mark C/O TOWER INTERNATIONAL, INC. 17672 LAUREL PARK DR. NORTH, SUITE 400E LIVONIA, MI 48152	X President & CEO

Signatures

/s/ Nanette Dudek,
Attorney-in-Fact 12/08/2010

__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).

The price in Column 4 is a weighted average price. The prices actually received ranged from \$15.76 to \$15.91. The reporting person has provided to the issuer, and will provide to any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares purchased at each price within the range for all transactions reported in this Form 4 utilizing a weighted average price.

(1) These stock options will vest ratably on March 1, 2012, March 1, 2013 and March 1, 2014; provided, however, that such stock options will also vest in full upon the occurrence of a "change in control" of Tower International, Inc. (the "Company"), as defined in the Tower International, Inc. 2010 Equity Incentive Plan (the "Plan").

(2) 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 the Company.

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- Fifty percent (50%) of the RSUs vest nine months after the consummation of the Company's initial public offering (the "First Vesting Date") and the balance of the RSUs will vest eighteen months after the consummation of the Company's initial public offering (the "Second Vesting Date"); 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; provided further, however, that if the Company terminates the reporting person's employment for any reason other than for "cause," as defined in the Plan, or the reporting person's employment terminates due to death or disability, (Continued in next footnote)
- (4)
- (5) (a) if the non-cause termination event occurs prior to the First Vesting Date, 50% of the RSUs will vest on the earlier to occur of (i) the First Vesting Date and (ii) December 31 of the calendar year during which such non-cause termination occurs, and (b) if the non-cause termination event occurs after the First Vesting Date but before the Second Vesting Date, 100% of the RSUs will vest on the earlier to occur of (i) the Second Vesting Date and (ii) December 31 of the calendar year during which such non-cause termination occurs.

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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