

Tower International, Inc.
Form 4
March 10, 2015

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 *
Bernard James

(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)
03/06/2015

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, Americas

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 (D) or Price (A)					
Common Stock, Par Value \$0.01 Per Share	03/06/2015		M		2,562	A	\$ 26.16	3,243	I	By James S. Bernard Living Trust Dated 11/10/2010
Common Stock, Par Value \$0.01 Per Share	03/06/2015		F		903	D	\$ 26.16	2,340	I	By James S. Bernard Living Trust Dated 11/10/2010
	03/06/2015		M		2,311	A	\$ 20.00	4,651	I	

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Common Stock, Par Value \$0.01 Per Share								By James S. Bernard Living Trust Dated 11/10/2010
Common Stock, Par Value \$0.01 Per Share	03/06/2015	F	710	D	\$ 26.16	3,941	I	By James S. Bernard Living Trust Dated 11/10/2010
Common Stock, Par Value \$0.01 Per Share	03/06/2015	M	1,135	A	Ⓐ	5,076	I	By James S. Bernard Living Trust Dated 11/10/2010
Common Stock, Par Value \$0.01 Per Share	03/06/2015	F	358	D	\$ 26.16	4,718	I	By James S. Bernard Living Trust Dated 11/10/2010

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

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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. Amount or Number of Shares
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	
Restricted Stock Units	Ⓐ	03/06/2015		A	3,440	Ⓐ Ⓐ	Common Stock, Par Value \$0.01 Per Share	3,440
Restricted Stock	Ⓐ	03/06/2015		M	2,562	Ⓐ Ⓐ	Common Stock,	2,562

Units								Par Value \$0.01 Per Share	
Restricted Stock Units	(1)	03/06/2015	M	2,311	(5)	(5)	2,311	Common Stock, Par Value \$0.01 Per Share	2,311
Restricted Stock Units	(1)	03/06/2015	M	1,135	(6)	(6)	1,135	Common Stock, Par Value \$0.01 Per Share	1,135

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bernard James C/O TOWER INTERNATIONAL, INC. 17672 LAUREL PARK DR. NORTH, SUITE 400E LIVONIA, MI 48152			President, Americas	

Signatures

/s/ Nanette Dudek, 03/10/2015
Attorney-in-Fact

__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) 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, 2016, March 6, 2017, and March 6, 2018; provided, however, that such RSUs will vest in full 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.
- (2) On March 6, 2015, the remaining one-third of the 7,686 RSUs originally granted to the reporting person on March 6, 2012 vested. The RSUs had no expiration date.
- (3) The reporting person previously reported his RSUs, including those referenced in this Form 4, as indirectly owned through the James S. Bernard Living Trust Dated 11/10/2010. All of the reporting person's RSUs are directly owned by the reporting person.

On March 6, 2015, one-third of the 6,934 RSUs originally granted to the reporting person on March 5, 2013 vested. The balance of the RSUs will vest on March 6, 2016; 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.
- (4) On March 6, 2015, one-third of the 3,403 RSUs originally granted to the reporting person on March 6, 2014 vested. The balance of the RSUs will vest ratably on March 6, 2016 and March 6, 2017; 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.

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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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