Tower International, Inc. Form 4 March 10, 2015

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

(Print or Type Responses)

(Last)

(City)

1. Title of

Security

(Instr. 3)

1. Name and Address of Reporting Person * CHAPMAN JAMES N

(First) (Middle)

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

(Street)

LIVONIA, MI 48152

(State)

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)

3. 4. Securities

TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

(A) or

Code V Amount (D) Price

OMB APPROVAL

OMB Number:

3235-0287 January 31,

2005

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5. Relationship of Reporting Person(s) to Issuer

below)

(Check all applicable)

X_ Director 10% Owner Officer (give title Other (specify

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Owned (I) Ownership (Instr. 4) Following (Instr. 4)

Reported Transaction(s)

(Instr. 3 and 4)

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

(Month/Day/Year)

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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

Conversion

3. Transaction Date 3A. Deemed

(Zip)

2. Transaction Date 2A. Deemed

(Month/Day/Year) Execution Date, if

5. Number

6. Date Exercisable and (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date

7. Title and Amount of 8. Pr Underlying Securities

1

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ed ed of	(Month/Day/Year)		(Instr. 3 and 4)		Secu (Inst
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(1)</u>	03/06/2015		A	3,823		(2)	<u>(2)</u>	Common Stock, Par Value \$0.01 Per Share	3,823	\$

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

CHAPMAN JAMES N C/O TOWER INTERNATIONAL, INC. 17672 LAUREL PARK DR. NORTH SUITE 400E LIVONIA, MI 48152



Signatures

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

**Signature of Reporting Person Da

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 on March 6, 2016; provided, however, that such RSUs will vest in full upon the occurrence of a "change in control" of the Company or if the reporting person's service terminates due to death, disability or at the request of the Company or due to completion of the reporting person's term of office as a director. Shares of Common Stock will be issued in settlement of the RSUs upon the earlier of the recipient's termination of service as a director or a change in control.

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.

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