

Tower International, Inc.  
 Form 4  
 December 10, 2015

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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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)

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)  
**12/10/2015**

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 & 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)		
				(A) or (D)	Code	V	Amount	(D)	Price

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction of Derivative	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Pr Deriv
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	12/10/2015	A		32.61		(1)	(1)	Common Stock, Par Value \$0.01 Per Share	32.61	\$
Restricted Stock Units	(3)	12/10/2015	A		32		(3)	(3)	Common Stock, Par Value \$0.01 Per Share	32	\$
Restricted Stock Units	(4)	12/10/2015	A		48.54		(4)	(4)	Common Stock, Par Value \$0.01 Per Share	48.54	\$

## 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

12/10/2015

\*\*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) These restricted stock units ("RSUs") result from dividend equivalent units accrued as additional RSUs on 2013 RSU award. Each RSU 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"). RSUs resulting from dividend equivalents vest and settle, at the same time and on the same terms and conditions, with the underlying RSUs to which they relate. There is no expiration date.

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- (2) Represents total unvested RSUs associated with original award, including unvested RSUs accrued in respect of dividend equivalent units.

These RSUs result from dividend equivalent units accrued as additional RSUs on 2014 RSU award. Each RSU represents a contingent

- (3) right to receive one share of the Company's Common Stock. RSUs resulting from dividend equivalents vest and settle, at the same time and on the same terms and conditions, with the underlying RSUs to which they relate. There is no expiration date.

These RSUs result from dividend equivalent units accrued as additional RSUs on 2015 RSU award. Each RSU represents a contingent

- (4) right to receive one share of the Company's Common Stock. RSUs resulting from dividend equivalents vest and settle, at the same time and on the same terms and conditions, with the underlying RSUs to which they relate. 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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