

GOUIN JAMES C  
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

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 \*  
GOUIN JAMES C

(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)

Chief Executive Officer

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	2,375.98	A <u>(1)</u>	125,843.99	D
Common Stock, Par Value \$0.01 Per Share	03/06/2019		F	664.99	D \$ 25.32	125,179	D
	03/06/2019		M	7,337	A <u>(1)</u>	132,516	D

Common  
Stock, Par  
Value  
\$0.01 Per  
Share

Common  
Stock, Par  
Value  
\$0.01 Per  
Share

Common  
Stock, Par  
Value  
\$0.01 Per  
Share

Common  
Stock, Par  
Value  
\$0.01 Per  
Share

03/06/2019

F

2,103

D

\$  
25.32

130,413

D

03/06/2019

M

19,366.27

A

(1)

149,779.27

D

03/06/2019

F

5,542.27

D

\$  
25.32

144,237

D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date Date	Title Amount Number Shares
Restricted Stock Units	<u>(1)</u>	03/06/2019		A	59,242	<u>(2)</u> <u>(2)</u>	Common Stock, Par Value \$0.01 Per Share 59,242
Restricted Stock Units	<u>(1)</u>	03/06/2019		M	2,375.98	<u>(3)</u> <u>(3)</u>	Common Stock, Par Value \$0.01 Per Share 2,375.98

Restricted Stock Units	(1)	03/06/2019	M	7,337	(4)	(4)	Common Stock, Par Value \$0.01 Per Share	7
Restricted Stock Units	(1)	03/06/2019	M	19,366.27	(5)	(5)	Common Stock, Par Value \$0.01 Per Share	19,

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOUIN JAMES C C/O TOWER INTERNATIONAL, INC. 17672 LAUREL PARK DR. NORTH, SUITE 400E LIVONIA, MI 48152			Chief Executive Officer	

## 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) 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").

(2) 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 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.

- (3) The final one-third of the RSUs originally granted to the reporting person on March 4, 2016, including the dividend equivalent units (DEUs) accrued as additional RSUs in respect thereof, vested. The RSUs had no expiration date.

(4) One-third of the RSUs originally granted to the reporting person on March 6, 2017, 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 respect thereof), will vest on March 6, 2020; 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.

- (5) 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 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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