KERSTEN JEFFREY L

Form 4

March 09, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

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OMB APPROVAL

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Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

if no longer

subject to

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * KERSTEN JEFFREY L

2. Issuer Name and Ticker or Trading Symbol

Tower International, Inc. [TOWR]

5. Relationship of Reporting Person(s) to

Issuer

(First) (Last)

3. Date of Earliest Transaction

Director 10% Owner

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

(Month/Day/Year) 03/03/2011

X_ Officer (give title Other (specify below)

SVP & Corporate Controller

(Check all applicable)

(Street)

(State)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

LIVONIA, MI 48152

(City)

(Instr. 3)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

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

(Month/Day/Year)

(Middle)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(A)

or

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 Conversion 3. Transaction Date 3A. Deemed

6. Date Exercisable and 5. Number (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date

7. Title and Amount of **Underlying Securities**

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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)	03/03/2011		A	2,838	(2)	(2)	Common Stock	2,838
Restricted Stock Units	(1)					(3)(4)	(3)(4)	Common Stock	67,775
Stock Options (right to buy)	\$ 13					<u>(5)</u>	10/14/2020	Common Stock	12,528

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

KERSTEN JEFFREY L C/O TOWER INTERNATIONAL, INC. 17672 LAUREL PARK DR. NORTH, SUITE 400E LIVONIA, MI 48152

SVP & Corporate Controller

Signatures

/s/ Nanette Dudek, Attorney-in-Fact 03/09/2011

**Signature of Reporting Person Dat

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 the Company.
- (2) These restricted stock units will vest ratably on March 1, 2012, March 1, 2013 and March 1, 2014. There is no expiration date.
 - 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
- (3) "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)

Reporting Owners 2

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- (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.
- These stock options will vest ratably on March 1, 2012, March 1, 2013 and March 1, 2014; provided, however, that such stock options (5) 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").

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.