

GOUIN JAMES C
Form 4
July 21, 2011

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 *
GOUIN JAMES C

(Last) (First) (Middle)

C/O TOWER INTERNATIONAL, INC., 17672 LAUREL PARK DRIVE N, STE 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)
07/20/2011

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)
EVP & CFO

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	Price	
Common Stock, par value \$0.01 per share	07/20/2011		M		118,607	\$ 17.08	A 118,607 D
Common Stock, par value \$0.01 per share	07/20/2011		F		48,392	\$ 17.08	D 70,215 D

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Each restricted stock unit (collectively, the "RSUs") represents a contingent right to receive up to 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 1, 2012, March 1, 2013 and March 1, 2014; provided, however, that such RSUs will vest in full
- (2) 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.

- On July 20, 2011, fifty percent (50%) of the 237,213 RSUs originally granted to the reporting person vested. The balance of the RSUs will vest eighteen months after the consummation of the Company's initial public offering (the "Second Vesting Date"); provided,
- (3) 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 the next footnote)
- (4) such unvested 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.
- (5) These stock options will vest ratably on March 1, 2012, March 1, 2013 and March 1, 2014; provided, however, that such stock options will also vest in full upon the occurrence of a "change in control" of the Company, as defined in 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.

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