

Malcolm Mark
 Form 4
 September 08, 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 *
 Malcolm Mark

(Last) (First) (Middle)

C/O TOWER INTERNATIONAL, INC., 17672 LAUREL PARK DRIVE NORTH, 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)

09/06/2011

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)
 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	09/06/2011		P		6,649	A	\$ 12.48 (1)
					188,811	D	

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

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SEC 1474 (9-02)

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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 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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(2)					(3)	(3)	Common Stock	22,703
Restricted Stock Units	(2)					(4)	(4)	Common Stock	254,156
Stock Options (right to buy)	\$ 13					(5)	(5)	Common Stock	100,227

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Malcolm Mark C/O TOWER INTERNATIONAL, INC. 17672 LAUREL PARK DRIVE NORTH, STE 400E LIVONIA, MI 48152	X		President & CEO	

Signatures

/s/ Nanette Dudek,
Attorney-in-Fact

09/08/2011

**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) The price in Column 4 is a weighted average price. The prices actually paid by the reporting person ranged from \$12.35 to \$12.50. The reporting person has provided to Tower International, Inc. (the "Company") and will provide to any security holder of the Company or the Securities and Exchange Commission staff, upon request, full information regarding the number of shares purchased at each price within the range for all transactions reported in this Form 4 utilizing a weighted average price.

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- (2) 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.

- 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 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)

- These RSUs will vest eighteen months after the consummation of the Company's initial public offering (the "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, 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.
- (4)

- 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.
- (5)

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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