

BARRETT WILLIAM J
Form 4
December 12, 2008

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 *
BARRETT WILLIAM J

2. Issuer Name and Ticker or Trading Symbol
SUPREME INDUSTRIES INC
[STS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
P O BOX 6199

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/11/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
Exec V P and Secretary

FAIR HAVEN, NJ 07704

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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
Class A Common Stock	12/11/2008		P		10,000	A	\$ 0.75
Class A Common Stock					700,176 ⁽¹⁾	D	
Class A Common Stock					109,942 ⁽⁵⁾	I	By Spouse ⁽²⁾
Class B Common Stock					743,808 ⁽³⁾	D	
Class B Common					16,054 ⁽⁵⁾	I	By Spouse ⁽²⁾

Stock

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

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(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 of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Incentive Stock Option (Reload)	\$ 6.16 ⁽⁵⁾					04/17/2006 ⁽⁴⁾ 04/17/2010	Class A Common Stock	27,628 ⁽⁵⁾
Incentive Stock Option	\$ 6.77 ⁽⁵⁾					06/05/2006 ⁽⁴⁾ 06/05/2010	Class A Common Stock	27,000 ⁽⁵⁾
Incentive Stock Option (Reload)	\$ 9.04 ⁽⁵⁾					12/31/2005 ⁽⁴⁾ 10/26/2010	Class A Common Stock	12,576 ⁽⁵⁾
Incentive Stock Option	\$ 7.18 ⁽⁵⁾					05/04/2007 ⁽⁴⁾ 05/03/2013	Class A Common Stock	32,400 ⁽⁵⁾
Incentive Stock Option (Reload)	\$ 6.37 ⁽⁵⁾					04/29/2008 ⁽⁴⁾ 04/29/2014	Class A Common	31,933 ⁽⁵⁾
Incentive Stock Option (Reload)	\$ 4.86 ⁽⁵⁾					05/08/2009 ⁽⁴⁾ 05/07/2015	Class A Common	33,604 ⁽⁵⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARRETT WILLIAM J P O BOX 6199 FAIR HAVEN, NJ 07704	X	X	Exec V P and Secretary	

Signatures

William J.
Barrett

12/12/2008

__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) Includes 397,838 and 41,399 shares owned by reporting persons MPPP and IRA, respectively. All holdings have been adjusted for the 6% stock dividend paid to all holders of record of common stock on November 28, 2008.
- (2) Reporting Person disclaims beneficial ownership of shares owned by spouse.
- (3) Includes 65,713 and 31,958 shares owned by reporting persons MPPP and IRA, respectively. Adjusted for 6% stock dividend paid to all holders of record of common stock on November 28, 2008.
- (4) Stock options are exercisable as follows: one-third exercisable after one (1) year from date of grant; two-thirds exercisable after two (2) years from date of grant; and all exercisable after three (3) years from date of grant.
- (5) Adjusted for 6% stock dividend paid to all holders of record of common stock on November 28, 2008.

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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