

BARRETT WILLIAM J
Form 5
February 10, 2009

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/27/2008

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

P O BOX 6199

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

FAIR HAVEN, NJ 07704

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) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|-----------------------------------|
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 725,176 ⁽¹⁾ | D | Â |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 109,942 | I | By Spouse ⁽²⁾ |
| Class B Common Stock | Â | Â | Â | Â | Â | Â | 743,808 ⁽³⁾ | D | Â |

Class B
Common Stock Â Â Â Â Â Â 16,054 I By Spouse
(2)

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) | |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|-----------------|---|----------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Incentive Stock Option (reload) | \$ 6.16 | Â | Â | Â | Â | Â | Â (4) | 04/17/2010 | Class A Common Stock | 27,659 (5) |
| Incentive Stock Option | \$ 6.77 | Â | Â | Â | Â | Â | Â (4) | 06/05/2012 | Class A Common Stock | 27,030 (5) |
| Incentive Stock Option (reload) | \$ 9.03 | Â | Â | Â | Â | Â | Â (4) | 10/26/2010 | Class A Common Stock | 12,590 (5) |
| Incentive Stock Option | \$ 7.17 | Â | Â | Â | Â | Â | Â (4) | 05/03/2013 | Class A Common Stock | 32,436 (5) |
| Incentive Stock Option (reload) | \$ 6.36 | Â | Â | Â | Â | Â | Â (4) | 04/29/2014 | Class A Common Stock | 31,968 (5) |
| Incentive Stock Option (reload) | \$ 5.35 | Â | Â | Â | Â | Â | Â (4) | 05/07/2015 | Class A Common Stock | 33,641 (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 02/10/2009

__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.
- (2) Reporting person disclaims beneficial ownership of shares owned by wife.
- (3) Includes 65,713 and 31,958 shares owned by reporting persons MPPP and IRA, respectively.
- (4) Currently exercisable.
- (5) Reflects adjustment for 2% and 6% stock dividends paid to all holders on August 29, 2008 and November 28, 2008, respectively

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.