

STONERIDGE INC  
Form 4  
March 28, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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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 \*  
Hartman Robert J. Jr.

(Last) (First) (Middle)

C/O STONERIDGE, INC., 39675  
MACKENZIE DR. SUITE 400

(Street)

NOVI, MI 48377

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
STONERIDGE INC [sri]

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

03/25/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)

Chief Accounting Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ 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) |   |
|----------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
|                                  |                                      |  |                                | (A) or (D)  | Price   |  |                                   |   |
| Common Shares, without par value | 03/25/2017                           |  | M                              | 7,736   | A   | 47,067   | D                                 |   |
| Common Shares, without par value | 03/25/2017                           |  | F                              | 2,428   | D   | \$ 18.21   | 44,639                            | D |

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

**Persons who respond to the collection of information contained in this form are not**

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

**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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Performance Shares                         | (1)  | 03/25/2017                           |  | M                              | 7,736   | (1) (1)  | Common Shares, without par value                              | 7,736                         |
| Performance Shares                         | (1)  | 03/25/2017                           |  | D                              | 1,014   | (1) (1)  | Common Shares, without par value                              | (1)                           |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                          |       |
|--|---------------|-----------|--------------------------|-------|
|  | Director      | 10% Owner | Officer                  | Other |
| Hartman Robert J. Jr.<br>C/O STONERIDGE, INC.<br>39675 MACKENZIE DR. SUITE 400<br>NOVI, MI 48377 |               |           | Chief Accounting Officer |       |

## Signatures

/s/ Robert M. Loesch, by power of attorney 03/28/2017

\_\_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) On March 25, 2014 the Reporting Person was granted 8,750 vesting on March 25, 2017; 3,500 of the Performance Shares were time-based and vested on March 25, 2017 and were paid on a one-for-one basis in common shares and 5,250 were time-based and performance-based. Of the time and performance based Performance Shares 4,236 vested on March 25, 2017 and were paid on a

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one-for-one basis in common shares and 1,014 were forfeited.

(2) Performance Shares vesting in 2018, 2019 and 2020 payable upon vesting on a one for one basis in common shares.

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.