

SUPERIOR INDUSTRIES INTERNATIONAL INC
 Form 4
 March 24, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
KELLEY WILLIAM B JR

2. Issuer Name and Ticker or Trading Symbol
SUPERIOR INDUSTRIES INTERNATIONAL INC [SUP]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
7800 WOODLEY AVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/24/2005

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
V.P., Operations and Quality

VAN NUYS, CA 91406
 (City) (State) (Zip)

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

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)	Code	V	Amount	(D)	Price

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

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SEC 1474
 (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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nu of
Non-Qualified Stock Option (right to buy)	\$ 25	03/23/2005	A	V			15,000		03/23/2005	03/23/2015	Common Stock	15
Incentive Stock Option (right to buy)	\$ 20.63								09/03/1999	09/03/2008	Common Stock	2
Incentive Stock Option (right to buy)	\$ 22.63								04/14/1998	04/14/2007	Common Stock	7
Incentive Stock Option (right to buy)	\$ 25.88								09/24/2000	09/24/2009	Common Stock	3
Incentive Stock Option (right to buy)	\$ 28								09/20/2001	09/20/2010	Common Stock	4
Incentive Stock Option (right to buy)	\$ 29.4								09/20/2002	09/20/2011	Common Stock	3
Incentive Stock Option (right to buy)	\$ 34.08								04/30/2005	04/30/2014	Common Stock	1
Incentive Stock Option (right to buy)	\$ 36.2								10/09/2003	10/09/2012	Common Stock	3
Incentive Stock Option (right to buy)	\$ 42.87								12/19/2004	12/19/2013	Common Stock	2
Non-Qualified Stock Option (right to buy)	\$ 28								09/20/2001	09/20/2010	Common Stock	3
Non-Qualified Stock Option (right to buy)	\$ 29.4								09/20/2002	09/20/2011	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 34.08								04/30/2005	04/30/2014	Common Stock	1

Non-Qualified Stock Option (right to buy)	\$ 36.2	10/09/2003	10/09/2012	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 42.87	12/19/2004	12/19/2013	Common Stock	2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KELLEY WILLIAM B JR 7800 WOODLEY AVE VAN NUYS, CA 91406			V.P., Operations and Quality	

Signatures

By: Daniel Levine For: William B.
Kelley

03/24/2005

**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).

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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