BARRETT WILLIAM J
Form 4
December 12, 2008

# FORM 4

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

**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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
BARRETT WILLIAM J

(Last) (First) (Middle)

P O BOX 6199

(Street)

FAIR HAVEN, NJ 07704

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director __X__ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Exec V P and Secretary

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 Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Class A Common Stock | 12/11/2008 | | P | | 10,000 | A | $ 0.75 | 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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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 (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. D S (I |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | 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<br>P O BOX 6199<br>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 exercisble 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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