

KENNY TERRENCE W
 Form 4
 May 07, 2018

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 *
KENNY TERRENCE W

2. Issuer Name and Ticker or Trading Symbol
AMPCO PITTSBURGH CORP [AP]

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

(Last) (First) (Middle)
726 BELL AVENUE, SUITE 302
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
05/05/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President, Air&Liq. Proc. Group

CARNEGIE, PA 15106

(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) Price			
Common Stock	05/05/2018		M ⁽¹⁾	875 A \$ 0	9,633	D	

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Price of Derivative Security (Instr. 3)
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				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(2)	05/05/2018		M			875	(3)	(3)	Common Stock	875	(2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KENNY TERRENCE W 726 BELL AVENUE SUITE 302 CARNEGIE, PA 15106			President,	Air&Liq. Proc. Group

Signatures

/s/ Rose Hoover for Terrence W. Kenny (POS previously filed) 05/07/2018

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) Represents the portion of restricted stock units granted on May 5, 2015, vested on May 5, 2018 and previously reported on Table II of Form 4 filed May 7, 2015.
- (2) Each restricted stock unit represents a contingent right to receive one share of Ampco-Pittsburgh Corporation common stock. The reporting person received a grant of 2,623 restricted stock units, which vest in 3 annual installments, beginning on May 5, 2016. 1/3 of the restricted stock units vested on May 5, 2016. 1/3 of the restricted stock units vested on May 5, 2017. The final 1/3 of the restricted stock units vested on May 5, 2018 and is reported on table I of this form 4.

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.