DeGaynor Jonathan B Form 4 May 17, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * DeGaynor Jonathan B			2. Issuer Name and Ticker or Trading Symbol STONERIDGE INC [SRI]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)
			(Month/Day/Year)	X Director 10% Owner
C/O STONERIDGE, INC., 39675 MACKENZIE DRIVE, SUITE 400			05/15/2018	_X_ Officer (give title Other (specify below)
				President and CEO
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check
			Filed(Month/Day/Year)	Applicable Line)
NOVI, MI 48	377			_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	rities Acquir	ed, 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. Transactic Code (Instr. 8)	4. Securiti omr Dispose (Instr. 3, 4)	ed of (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)
Common Shares, without par value	05/15/2018		S	25,000	D	\$ 29.7424 (1)	79,122	D	
Common Shares, without par value	05/16/2018		S	5,000	A	\$ 30.7087 (1)	74,122	D	

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transacti	5. orNumber	6. Date Exer Expiration D		7. Title and 2. Underlying S		8. P Der
Security	or Exercise		any	Code	of	(Month/Day	/Year)	(Instr. 3 and	Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e				(Ins
	Derivative				Securities					
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3, 4, and 5)					
					+, and 3)					
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
				Code v	(11) (D)				Shares	
Performance Shares/Share Units	(2)					(2)	(2)	Common Shares, without par value	238,330	

Reporting Owners

Reporting Owner Name / Address	Relationships						
. 0	Director	10% Owner	Officer	Other			
DeGaynor Jonathan B C/O STONERIDGE, INC. 39675 MACKENZIE DRIVE, SUITE 400 NOVI, MI 48377	X		President and CEO				

Signatures

/s/ Robert M. Loesch, by power of 05/17/2018 attorney

> **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).
- The price reported in Column 4 is a weighted average price. The common shares were sold in multiple transactions on May 15, 2018 at prices per share ranging from \$29.52 to \$29.8484 and on May 16, 2018 at prices per share ranging from \$30.5401 to \$30.8245. The **(1)** Reporting Person undertakes to provide Stoneridge, Inc. and the SEC staff, upon request, full information on the number of common shares sold at each price within the ranges.
- (2) Performance Shares/Share Units were granted to the Reporting Person under the Company's Long-Term Incentive Plan in 2016, 2017 and 2018. Share Units are time-based awards and are paid on a one-for-one basis in Company common shares on the third anniversary of the date of grant if the Reporting Person remains employed by the Company on that date. Performance Shares are time-based and Company performance-based and are also paid, if earned, on a one-for-one basis in Company common shares (i) if the Reporting Person remains

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employed by the Company on that date, and (ii) depending on Company performance over a three year performance period.

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.