

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

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

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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. P Der Sec (Ins | |
|---|---|---|---|---|---|--|---|---|----------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Performance Shares/Share Units | (2) | | | | | (2) | (2) | Common Shares, without par value | 238,330 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | 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 attorney
Date 05/17/2018

__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) 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 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.