

PALUMBO JOHN M

Form 4

February 01, 2006

**FORM 4****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).

**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

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
PALUMBO JOHN M

2. Issuer Name **and** Ticker or Trading  
Symbol  
KEYSTONE AUTOMOTIVE  
INDUSTRIES INC [KEYS]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
700 E. BONITA AVENUE  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/30/2006

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Vice President & CFO

POMONA, CA 91767

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

**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
Common Stock					23	D	
Common Stock	01/30/2006		M		5,000	A	\$ 15.5
Common Stock	01/30/2006		M		15,000	A	\$ 15.75
Common Stock	01/30/2006		M		25,000	A	\$ 14.125
Common Stock	01/30/2006		M		6,250	A	\$ 10.03

Edgar Filing: PALUMBO JOHN M - Form 4

Common Stock	01/30/2006	M	18,750	A	\$ 19.3	70,023	D
Common Stock	01/30/2006	M	12,500	A	\$ 17.68	82,523	D
Common Stock	01/30/2006	M	6,250	A	\$ 26.1	88,773	D
Common Stock	01/30/2006	S	36,300	D	\$ 37.5238	52,473	D
Common Stock	01/31/2006	S	52,450	D	\$ 38.092	23	D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 15.5	01/30/2006		M	5,000	03/28/2001 <sup>(2)</sup> 03/27/2007	Common Stock 5,000
Employee Stock Option (right to buy)	\$ 15.75	01/30/2006		M	15,000	05/20/2001 <sup>(2)</sup> 05/19/2007	Common Stock 15,000
Employee Stock Option (right to buy)	\$ 14.125	01/30/2006		M	25,000	04/09/2003 <sup>(2)</sup> 04/08/2009	Common Stock 25,000
	\$ 10.03	01/30/2006		M	6,250	05/30/2005 <sup>(2)</sup> 05/29/2011	6,250

Employee  
Stock  
Option  
(right to  
buy)

Common  
Stock

Employee  
Stock  
Option  
(right to  
buy)

\$ 19.3 01/30/2006

M

18,750 06/11/2005<sup>(3)</sup> 06/10/2012

Comon  
Stock 18,7

Employee  
Stock  
Option  
(right to  
buy)

\$ 17.68 01/30/2006

M

12,500 04/10/2005<sup>(4)</sup> 04/09/2013

Common  
Stock 12,5

Employee  
Stock  
Option  
(right to  
buy)

\$ 26.1 01/30/2006

M

6,250 04/26/2005<sup>(1)</sup> 04/25/2014

Common  
Stock 6,25

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PALUMBO JOHN M 700 E. BONITA AVENUE POMONA, CA 91767			Vice President & CFO	

## Signatures

John M.  
Palumbo 02/01/2006

\*\*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 option vests in four equal annual installments beginning April 26, 2005.

(2) This option is fully vested.

(3) This option is 75% vested as of June 11, 2005 and will be fully vested on June 11, 2006.

(4) This option is 50% vested as of April 10, 2005 and the balance of the option will vest in equal amounts on April 10, 2006 and 2007.

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.