AMPCO PITTSBURGH CORP
Form 3
June 03, 2015

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Â Carothers Robert G
(Last) (First) (Middle)

726 BELL AVENUE
(Street)

CARNEGIE,Â PAÂ 15106
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
06/02/2015

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

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director
_____ 10% Owner
__X__ Officer (give title below)
_____ Other (specify below)
Chairman & CEO, Union Electric

5. 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

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Non-Qualified Stock Options	Â (1)	09/04/2018	Common Stock	25,000	$ 37.89	D	Â
Non-Qualified Stock Options	Â (1)	02/18/2020	Common Stock	25,000	$ 25.77	D	Â
Non-Qualified Stock Options	Â (2)	05/06/2021	Common Stock	13,500	$ 25.18	D	Â
Non-Qualified Stock Options	Â (2)	05/03/2022	Common Stock	13,500	$ 17.67	D	Â
Non-Qualified Stock Options	Â (2)	02/02/2023	Common Stock	12,500	$ 17.16	D	Â
Non-Qualified Stock Options	Â (2)	04/29/2024	Common Stock	12,500	$ 20	D	Â
Restricted Stock Units	Â (3)	Â (3)	Common Stock	3,829	$ (4)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Carothers Robert G 726 BELL AVENUE CARNEGIE,Â PAÂ 15106	Â	Â	Â Chairman & CEO, Union Electric	Â

Signatures

Rose Hoover, Attorney-In-Fact, POA Attached Hereto	06/03/2015
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 5(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) Subject to acceleration in certain circumstances, the option becomes vested and exercisable under the following schedule assuming the optionee continues employment with the Issuer through the date of vesting: 33% on the grant date, 66% on the first anniversary of the grant date, 100% on the second anniversary of the grant date.

(2) Subject to acceleration in certain circumstances, the option becomes vested and exercisable under the following schedule assuming the optionee continues employment with the Issuer through the date of vesting: 33% on the first anniversary of the grant date, 66% on the second anniversary of the grant date and 100% on the third anniversary of the grant date.

(3) The restricted stock units vest in three equal annual installments beginning May 5, 2016.

(4) Each restricted stock unit represents a contingent right to receive one share of Ampco-Pittsburgh Corporation common stock.

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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