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STANDARD MOTOR PRODUCTS INC

Form 8-K

March 01, 2006

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K
CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): MARCH 1, 2006

STANDARD MOTOR PRODUCTS, INC.
(Exact Name of Registrant as Specified in its Charter)

| | | |
|---|-----------------------------|--|
| NEW YORK | 1-4743 | 11-1362020 |
| (State or Other Jurisdiction of Incorporation) | (Commission File Number) | (I.R.S. Employee Identification Number) |

37-18 NORTHERN BOULEVARD, LONG ISLAND CITY, NEW YORK 11101
(Address of Principal Executive Offices, including Zip Code)

Registrant's Telephone Number, including Area Code: 718-392-0200

NOT APPLICABLE
(Former Name or Former Address, if Changed Since Last Report)

ITEM 8.01. OTHER EVENTS

On February 28, 2006, Standard Motor Products, Inc.'s (the "Company") Rights Agreement or "poison pill" expired according to its stated terms. If the Company were ever to adopt another shareholder rights agreement, the Company would seek prior shareholder approval, unless due to time constraints or other reasons, the Board of Directors, in the exercise of its fiduciary responsibilities, determines it would be in the best interests of shareholders to adopt a shareholder rights agreement before obtaining shareholder approval. If the Company's Board were ever to adopt a shareholder rights agreement without prior shareholder approval, the Board would submit such agreement to shareholders for ratification within one year.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

STANDARD MOTOR PRODUCTS, INC.

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By: /s/ James J. Burke

James J. Burke

Vice President Finance, Chief Financial Officer

Date: March 1, 2006