

Edgar Filing: TOWER AUTOMOTIVE INC - Form 4

11. Nature of Indirect Beneficial Ownership (Instr. 4)

Explanation of Responses:

(1) Deferred Stock Units were accrued under the Company's Director Deferred Stock Purchase Plan. 1,945.525 shares are subject to forfeiture until the Annual Meeting of the Company's Stockholders to be held in 2005.

/s/ Michael G. Wooldridge	8-09-02
**Signature of Reporting Person	Date
Michael G. Wooldridge for	
S.A. Johnson by Power of Attorney	

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.