

STANDARD MOTOR PRODUCTS INC

Form 4

May 22, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SILLS LAWRENCE I

2. Issuer Name **and** Ticker or Trading  
Symbol

STANDARD MOTOR PRODUCTS  
INC [SMP]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

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

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)

Chairman of Board and CEO

STANDARD MOTOR PRODUCTS,  
INC., 37-18 NORTHERN BLVD

(Street)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)

☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

LONG ISLAND CITY, NY 11101

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security<br>(Instr. 3)              | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---|---|---|---|--|--|--|---|
| Common<br>Stock-Owned<br>By Wife <sup>(1)</sup> |   |   |   | (A)<br>or<br>(D)   | 2,812  | D <sup>(1)</sup>   |   |
| Common<br>Stock                                 |   |   |   | (A)  | 289,687  | I <sup>(2)</sup>   | See Note<br><sup>(2)</sup>  |
| Common<br>Stock                                 | 05/18/2006                              |   | A                                       | 2,000  | A \$<br>7.9  | 703,261  | D   |
| Common<br>Stock                                 |   |   |   |  | 6,138 <sup>(3)</sup>   | D  |   |

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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 Underlying (Instr. 3 and 4) |                 |              |
|--|--|--------------------------------------|--|--------------------------------|---|--|-------|--|-----------------|--------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D)   | Date Exercisable                         | Expiration Date | Title        |
| Stock Option-Common Stock                  | \$ 23.59   | 09/18/1997                           |  | A                              |   | 10,000   |       | 09/18/2001                               | 09/18/2006      | Common Stock |
| Stock Option-Common Stock                  | \$ 23.84   | 05/27/1999                           |  | A                              |   | 8,333  |       | 05/27/2001                               | 05/27/2006      | Common Stock |
| Stock Option-Common Stock                  | \$ 24.84   | 05/27/1999                           |  | A                              |   | 8,333  |       | 05/27/2002                               | 05/27/2007      | Common Stock |
| Stock Option-Common Stock                  | \$ 9.29  | 05/18/2000                           |  | D                              |   |  | 8,334 | 05/27/2002                               | 05/27/2007      | Common Stock |
| Stock Option-Common Stock                  | \$ 10.29   | 05/18/2000                           |  | A                              |   | 8,333  |       | 05/27/2002                               | 05/27/2007      | Common Stock |
| Stock Option-Common Stock                  | \$ 11.29   | 05/18/2000                           |  | A                              |   | 8,333  |       | 08/18/2003                               | 05/18/2008      | Common Stock |
| Stock Option-Common Stock                  | \$ 13.74   | 02/14/2003                           |  | A                              |   | 6,667  |       | 02/14/2004                               | 02/14/2009      | Common Stock |
| Stock Option-Common Stock                  | \$ 14.74   | 02/14/2003                           |  | A                              |   | 6,667  |       | 02/14/2005                               | 02/14/2010      | Common Stock |
| Stock Option-Common Stock                  | \$ 15.74   | 02/14/2003                           |  | A                              |   | 6,666  |       | 02/14/2005                               | 02/14/2010      | Common Stock |
|  | \$ 13.55   | 05/24/2004                           |  | A                              |   | 6,250  |       | 05/24/2005                               | 05/24/2014      |              |

|                |          |            |   |       |            |            |  |        |
|----------------|----------|------------|---|-------|------------|------------|--|--------|
| Stock          |          |            |   |       |            |            |  | Common |
| Option-Common  |          |            |   |       |            |            |  | Stock  |
| Stock          |          |            |   |       |            |            |  |        |
| Stock          |          |            |   |       |            |            |  | Common |
| Option-Common  | \$ 14.91 | 05/24/2004 | A | 6,250 | 05/24/2006 | 05/24/2014 |  | Stock  |
| Stock          |          |            |   |       |            |            |  |        |
| Stock Option - | \$ 10.55 | 05/19/2005 | A | 6,250 | 05/19/2006 | 05/19/2015 |  | Common |
| Common Stock   |          |            |   |       |            |            |  | Stock  |
| Stock Option - | \$ 11.61 | 05/19/2005 | A | 6,250 | 05/19/2007 | 05/19/2015 |  | Common |
| Common Stock   |          |            |   |       |            |            |  | Stock  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                           |       |
|--|---------------|-----------|---------------------------|-------|
|  | Director      | 10% Owner | Officer                   | Other |
| SILLS LAWRENCE I<br>STANDARD MOTOR PRODUCTS, INC.<br>37-18 NORTHERN BLVD<br>LONG ISLAND CITY, NY 11101 | X             |           | Chairman of Board and CEO |       |

## Signatures

/s/ Lawrence I. Sills 05/22/2006

\_\_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 reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purposes.
- (2) Trustee on 2 Family trusts
- (3) Shares in ESOP Plan

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.