

GARDNER HERBERT M

Form 5

February 10, 2009

FORM 5**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).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL 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: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
GARDNER HERBERT M2. Issuer Name and Ticker or Trading
SymbolSUPREME INDUSTRIES INC
[STS]5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/27/2008☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Chairman of Board and CEO

P O BOX 6199

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

FAIR HAVEN, NJ 07704

☒ 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)	(A) or Amount (D) Price		5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	Â	Â	Â	Â	Â	Â	430,332	D	Â
Class A Common Stock	Â	Â	Â	Â	Â	Â	10,447	I	By Spouse (1)
Class B Common Stock	Â	Â	Â	Â	Â	Â	559,869	D	Â

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Class B Common Stock	Â	Â	Â	Â	Â	Â	63,349	I	By Spouse (1)
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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.

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(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 Securities (Instr. 3 and 4)	8.
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (reload)	\$ 5.6	Â	Â	Â	Â Â	Â (2) 04/17/2010	Class A Common Stock	25,131 (3)
Incentive Stock Option	\$ 6.15	Â	Â	Â	Â Â	Â (2) 06/05/2012	Class A Common Stock	27,030 (3)
Incentive Stock Option (reload)	\$ 8.2	Â	Â	Â	Â Â	Â (2) 10/27/2010	Class A Common Stock	11,465 (3)
Incentive Stock Option	\$ 6.52	Â	Â	Â	Â Â	Â (2) 05/03/2013	Class A Common Stock	32,436 (3)
Incentive Stock Option (reload)	\$ 5.78	Â	Â	Â	Â Â	Â (2) 04/29/2014	Class A Common Stock	29,058 (3)
Incentive Stock Option (reload)	\$ 4.86	Â	Â	Â	Â Â	Â (2) 05/07/2015	Class A Common Stock	30,582 (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GARDNER HERBERT M P O BOX 6199 FAIR HAVEN, NJ 07704	X		Chairman of Board and CEO	

Signatures

Herbert M.
Gardner

02/10/2009

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) Reporting person disclaims beneficial ownership of shares owned by wife.

(2) Currently exercisable.

(3) Reflects option adjustments for 2008 stock dividends.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.