

BERETTA JOSEPH M

Form 4

June 27, 2012

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 *
BERETTA JOSEPH M

(Last) (First) (Middle)

**C/O DORMAN PRODUCTS,
INC., 3400 WALNUT STREET**

(Street)

COLMAR, PA 18915

(City) (State) (Zip)

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

Dorman Products, Inc. [DORM]

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

06/05/2009

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Co-President

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 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)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/05/2009		M	2,500 A \$ 8.01	2,500 ⁽¹⁾	D	
Common Stock	06/05/2009		F	334 ⁽²⁾ D \$ 14.2	2,166 ⁽¹⁾	D	
Common Stock	11/18/2009		M	3,100 A \$ 8.01	3,100 ⁽³⁾	D	
Common Stock	11/18/2009		F	458 ⁽²⁾ D \$ 15.5	2,642 ⁽³⁾	D	
Common Stock	03/08/2010		M	3,500 A \$ 8.01	3,500 ⁽⁴⁾	D	

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Common Stock	03/08/2010	F	767 ⁽²⁾	D	\$ 19.25	2,733 ⁽⁴⁾	D
Common Stock	05/26/2010	M	7,000	A	\$ 8.01	7,000 ⁽⁵⁾	D
Common Stock	05/26/2010	F	1,681 ⁽²⁾	D	\$ 22.25	5,319 ⁽⁵⁾	D
Common Stock	09/03/2010	S	1,500	D	\$ 24.93	3,819 ⁽⁶⁾	D
Common Stock	09/03/2010	S	500	D	\$ 24.91	3,319 ⁽⁶⁾	D
Common Stock	04/28/2012	F	1,349 ⁽⁷⁾	D	\$ 38.99	18,651 ⁽⁸⁾	D
Common Stock	05/31/2012	M	37,476 ⁽⁹⁾	A	\$ 8.01	72,823 ⁽¹⁰⁾	D
Common Stock	06/05/2012	M	88,848 ^{(9) (11)}	A	\$ 4.01 ⁽¹¹⁾	161,671 ⁽¹²⁾	D
Common Stock	06/05/2012	F	27,404 ^{(2) (13)}	D	\$ 22.46 ⁽¹³⁾	134,267 ⁽¹²⁾	D
Common Stock	06/06/2012	S	3,000 ⁽¹⁴⁾	D	\$ 45 ⁽¹⁵⁾	131,267 ⁽¹⁶⁾	D
Common Stock	06/07/2012	S	3,700 ⁽¹⁴⁾	D	\$ 46.6 ⁽¹⁷⁾	127,567 ⁽¹⁸⁾	D
Common Stock	06/08/2012	S	7,672 ⁽¹⁴⁾	D	\$ 46.51 ⁽¹⁹⁾	119,895 ⁽²⁰⁾	D
Common Stock	06/11/2012	S	4,400 ⁽¹⁴⁾	D	\$ 46.5 ⁽²¹⁾	115,495 ⁽²²⁾	D
Common Stock	06/12/2012	S	13,490 ⁽¹⁴⁾	D	\$ 46.51 ⁽¹⁹⁾	102,005 ⁽²³⁾	D
Common Stock	06/13/2012	S	2,400 ⁽¹⁴⁾	D	\$ 46.5 ⁽²¹⁾	99,605 ⁽²⁴⁾	D
Common Stock	06/15/2012	S	100 ⁽¹⁴⁾	D	\$ 46.5	99,505 ⁽²⁵⁾	D
Common Stock	06/22/2012	S	4,000 ⁽¹⁴⁾	D	\$ 23.25 ⁽²⁶⁾	133,566 ⁽²⁷⁾	D

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

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SEC 1474
(9-02)

displays a currently valid OMB control number.

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock	\$ 8.01	06/05/2009		M		2,500		<u>(28)</u>	02/02/2014	Common Stock	2,500
Common Stock	\$ 8.01	11/18/2009		M		3,100		<u>(28)</u>	02/02/2014	Common Stock	3,100
Common Stock	\$ 8.01	05/26/2010		M		7,000		<u>(28)</u>	02/02/2014	Common Stock	7,000
Common Stock	\$ 8.01	05/31/2012		M		37,476		<u>(28)</u>	02/02/2014	Common Stock	37,476
Common Stock	\$ 4.01 ⁽²⁹⁾	06/05/2012		M		88,848 ⁽⁹⁾ ⁽²⁹⁾		<u>(28)</u>	02/02/2014	Common Stock	88,848 ⁽²⁹⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BERETTA JOSEPH M C/O DORMAN PRODUCTS, INC. 3400 WALNUT STREET COLMAR, PA 18915			Co-President	

Signatures

/s/Joseph M.
Beretta

06/27/2012

^{**}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)

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The amount reported in this column reflects the amount of securities beneficially owned following the reported transaction on June 5, 2009, without giving effect to subsequent transactions.

- (2) These shares were withheld by the issuer upon the exercise of an employee stock option to satisfy Mr. Beretta's tax withholding obligations. Such withholding is treated as a disposition of securities under Section 16 of the Securities Exchange Act of 1934, as amended.
- (3) The amount reported in this column reflects the amount of securities beneficially owned following the reported transaction on November 18, 2009, without giving effect to subsequent transactions.
- (4) The amount reported in this column reflects the amount of securities beneficially owned following the reported transaction on March 8, 2010, without giving effect to subsequent transactions.
- (5) The amount reported in this column reflects the amount of securities beneficially owned following the reported transaction on May 26, 2010, without giving effect to subsequent transactions.
- (6) The amount reported in this column reflects the amount of securities beneficially owned following the reported transaction on September 3, 2010, without giving effect to subsequent transactions.
- (7) These shares were withheld by the issuer upon the vesting of a restricted stock award to satisfy Mr. Beretta's tax withholding obligations. Such withholding is treated as a disposition of securities under Section 16 of the Securities Exchange Act of 1934, as amended.
- (8) The amount reported in this column reflects the amount of securities beneficially owned following the reported transaction on April 28, 2012, without giving effect to subsequent transactions.
- (9) This option was exercised pursuant to a Rule 10b5-1 Trading Plan adopted by Mr. Beretta on May 4, 2012.
- (10) The amount reported in this column reflects the amount of securities beneficially owned following the reported transaction on May 31, 2012, without giving effect to subsequent transactions.
- (11) On May 15, 2012, Dorman Products, Inc. declared a stock dividend, payable on June 15, 2012 to all holders of record of common stock on June 1, 2012, of one share of Common Stock for each share of Common Stock outstanding. As a result of anti-dilution provisions in Dorman Products, Inc.'s stock option plan, an option to purchase 44,424 shares of Common Stock at an exercise price of \$8.01 per share held by the reporting person was deemed to be adjusted as of June 1, 2012, the record date for the stock dividend, into an option to purchase 88,848 shares of Common Stock at an exercise price of \$4.01 per share.
- (12) The amount reported in this column reflects the amount of securities beneficially owned following the reported transaction on June 5, 2012, without giving effect to subsequent transactions.
- (13) Withheld shares and price have been adjusted to reflect the stock dividend payable as of June 1, 2012.
- (14) The sales reported on this Form 4 by Mr. Beretta subsequent to May 4, 2012 were effected pursuant to a Rule 10b5-1 Trading plan adopted by Mr. Beretta on May 4, 2012.
- (15) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.00 to \$45.04. The reporting person undertakes to provide to Dorman Products, Inc., any security holder of Dorman Products, Inc. or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (16) The amount reported in this column reflects the amount of securities beneficially owned following the reported transaction on June 6, 2012, without giving effect to subsequent transactions.
- (17) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$46.50 to \$46.68. The reporting person undertakes to provide to Dorman Products, Inc., any security holder of Dorman Products, Inc. or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (18) The amount reported in this column reflects the amount of securities beneficially owned following the reported transaction on June 7, 2012, without giving effect to subsequent transactions.
- (19) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$46.50 to \$46.52. The reporting person undertakes to provide to Dorman Products, Inc., any security holder of Dorman Products, Inc. or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (20) The amount reported in this column reflects the amount of securities beneficially owned following the reported transaction on June 8, 2012, without giving effect to subsequent transactions.
- (21)

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The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$46.50 to \$46.51. The reporting person undertakes to provide to Dorman Products, Inc., any security holder of Dorman Products, Inc. or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (22) The amount reported in this column reflects the amount of securities beneficially owned following the reported transaction on June 11, 2012, without giving effect to subsequent transactions.
- (23) The amount reported in this column reflects the amount of securities beneficially owned following the reported transaction on June 12, 2012, without giving effect to subsequent transactions.
- (24) The amount reported in this column reflects the amount of securities beneficially owned following the reported transaction on June 13, 2012, without giving effect to subsequent transactions.
- (25) The amount reported in this column reflects the amount of securities beneficially owned following the reported transaction on June 15, 2012, without giving effect to subsequent transactions.
- (26) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$23.25 to \$23.26. The reporting person undertakes to provide to Dorman Products, Inc., any security holder of Dorman Products, Inc. or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote
- (27) On June 15, 2012, Dorman Products, Inc. paid a stock dividend to all Common Stock holders of record on June 1, 2012 of one share of Common Stock for each share of Common Stock outstanding, resulting in the reporting person's ownership of additional shares of Common Stock. Share amounts have been adjusted to reflect the dividend paid on June 15, 2012
- (28) The option, representing a right to purchase a total of 100,000 shares, became exercisable in five equal annual installments beginning on February 2, 2005.
- (29) This option was previously reported as an option to purchase the balance of 44,424 shares of Common Stock at an exercise price of \$8.01 per share (see transaction reported on prior row), but was deemed adjusted as of June 1, 2012 to reflect the stock dividend declared by Dorman Products, Inc. on May 15, 2012.

Remarks:

The filing of this Statement shall not be construed as an admission (a) that the person filing this Statement is, for the purposes

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.