

STONERIDGE INC  
Form 4  
March 28, 2017

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**STRICKLER GEORGE E**

(Last) (First) (Middle)

C/O STONERIDGE, INC., 39675  
MACKENZIE DR. SUITE 400

(Street)

NOVI, MI 48377

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**STONERIDGE INC [SRI]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**03/25/2017**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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) |         |         |   |
|----------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------|---------|---|
|                                  |                                      |  | Code                           | V   | Amount or Price   |  |   |         |         |   |
| Common Shares, without par value | 03/25/2017                           |  | M                              |   | 60,572  | A  | Ⓛ   | 324,322 | D       |   |
| Common Shares, without par value | 03/25/2017                           |  | F                              |   | 23,476  | D  | \$  | 18.21   | 300,846 | D |

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**

SEC 1474 (9-02)

required to respond unless the form 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                              |
| Performance Shares                         | <u>(1)</u>   | 03/25/2017                           |  | M                              | 60,572  | <u>(1)</u> <u>(1)</u>                                    | Common Shares, without par value 60,572                       |
| Performance Shares                         | <u>(1)</u>   | 03/25/2017                           |  | D                              | 7,928   | <u>(1)</u> <u>(1)</u>                                    | Common Shares, without par value <u>(1)</u>                   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| STRICKLER GEORGE E<br>C/O STONERIDGE, INC.<br>39675 MACKENZIE DR. SUITE 400<br>NOVI, MI 48377 |               |           | EVP     |       |

## Signatures

/s/ Robert M. Loesch, by power of attorney  
03/28/2017

\*\*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) On March 25, 2014 the Reporting Person was granted 68,500 Performance Shares vesting on March 25, 2017; 27,400 of the Performance Shares were time-based and vested on March 25, 2017 and were paid on a one-for-one basis in common shares and 33,172 were time and performance based. Of the time and performance based Performance Shares 33,172 vested on March 25, 2017 and were paid on a one-for-one basis in common shares and 7,928 were forfeited.

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(2) Performance Shares vesting in 2018 and 2019 payable upon vesting on a one for one basis in common shares.

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

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