

BARTON MATHIAS J
Form 4
December 03, 2018

FORM 4

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

OMB APPROVAL

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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 *
BARTON MATHIAS J

(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)
11/29/2018

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)
CEO

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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)				Price
Common Stock	11/27/2018		G	V	7,500	D	\$ 0	82,931	D	
Common Stock	11/29/2018		M		8,135	A	\$ 41.59	91,066	D	
Common Stock	11/29/2018		F		1,581	D	\$ 87.48	89,485	D	
Common Stock	11/29/2018		M		2,978	A	\$ 78.64	92,463	D	
Common Stock	11/29/2018		F		2,677	D	\$ 87.48	89,786	D	

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Common Stock	11/29/2018	<u>S⁽¹⁾</u>	14,886	D	\$ <u>(2)</u>	74,900	D	
Common Stock	11/29/2018	<u>S⁽¹⁾</u>	6,485	D	\$ <u>(3)</u>	68,415	D	
Common Stock	11/29/2018	<u>S⁽¹⁾</u>	1,500	D	\$ <u>(4)</u>	66,915	D	
Common Stock	11/30/2018	<u>S⁽¹⁾</u>	12,541	D	\$ <u>(5)</u>	54,374	D	
Common Stock	11/30/2018	<u>S⁽¹⁾</u>	3,459	D	\$ <u>(6)</u>	50,915	D	
Common Stock						600	I	By Trust
Common Stock						1,989 <u>(7)</u>	I	By 401(k)

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

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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 (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. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 41.59	11/29/2018		M	8,135	<u>(8)</u> 02/12/2021	Common Stock	8,135

Employee Stock Option (right to buy)	\$ 78.64	11/29/2018	M	2,978	(9)	02/27/2022	Common Stock	2,978
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARTON MATHIAS J C/O DORMAN PRODUCTS, INC. 3400 WALNUT STREET COLMAR, PA 18915	X		CEO	

Signatures

/s/ Thomas J. Knoblauch, by Power of Attorney	12/03/2018
**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) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 26, 2018.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$87.24 to \$88.22. 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.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$88.26 to \$89.215. 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.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$89.28 to \$89.49. 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.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$86.71 to \$87.70. 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.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$87.73 to \$88.34. 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.
- (7) The shares are represented by units held in a unitized stock fund through the Issuer's 401(k) Retirement Plan and Trust. The unitized stock fund of the Issuer's 401(k) Retirement Plan and Trust consists of cash and Common Stock in amounts that vary from time to time. As of November 30, 2018 the reporting person had 1,302 units in the Issuer's 401(k) Retirement Plan and Trust, which units consisted of 1,989 shares of Common Stock.
- (8) The option vests in four equal annual installments beginning on February 12, 2017, which was the first anniversary of the date of grant.

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- (9) The option vests in four equal annual installments beginning on February 27, 2018, which was the first anniversary of the date of grant.

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.

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