

MOTORCAR PARTS AMERICA INC

Form 4

December 16, 2014

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 *
Mochulsky Richard K

(Last) (First) (Middle)

C/O MOTORCAR PARTS OF
AMERICA, INC., 2929
CALIFORNIA STREET

(Street)

TORRANCE, CA 90503

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

MOTORCAR PARTS AMERICA
INC [MPAA]

3. Date of Earliest Transaction
(Month/Day/Year)
12/12/2014

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)
VP, Sales

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	12/12/2014		M	2,000 A	\$ 11.5 7,538	D	
Common Stock	12/12/2014		M	2,400 A	\$ 10.01 9,938	D	
Common Stock	12/12/2014		F	4,400 D	\$ 32.099 5,538	D	
Common Stock	12/15/2014		M	2,600 A	\$ 10.01 8,138	D	

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Common Stock	12/15/2014	M	1,179	A	\$ 6.46	9,317	D
Common Stock	12/15/2014	F	3,779	D	\$ 32	5,538	D

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 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
Stock Option	\$ 11.5	12/12/2014		M		2,000		08/07/2007 ⁽²⁾	08/07/2017	Common Stock	2,000
Stock Option	\$ 10.01	12/12/2014		M		2,400		11/05/2005 ⁽²⁾	11/05/2015	Common Stock	2,400
Stock Option	\$ 10.01	12/15/2014		M		2,600		11/05/2005 ⁽²⁾	11/05/2015	Common Stock	2,600
Stock Option	\$ 6.46	12/15/2014		M		1,179		12/30/2012 ⁽³⁾	12/30/2022	Common Stock	1,179

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Mochulsky Richard K C/O MOTORCAR PARTS OF AMERICA, INC. 2929 CALIFORNIA STREET TORRANCE, CA 90503	VP, Sales

Signatures

/s/ Richard
Mochulsky

12/16/2014

 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).

- The price reported in column 4 of Table I is a weighted average price. These shares were sold at multiple prices ranging from \$32.00 to \$32.34, inclusive. The reporting person undertakes to provide to Motorcar Parts of America, Inc., any security holder of Motorcar Parts of America, 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.
- (1)
- (2) The option was fully vested as of December 12, 2014.
- (3) The option is subject to vesting in three equal annual installments beginning on December 30, 2012, subject to the reporting person's continued employment with the issuer through each applicable vesting date.

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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