

Arena John G
Form 4
October 16, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Arena John G

2. Issuer Name and Ticker or Trading Symbol
KEYSTONE AUTOMOTIVE INDUSTRIES INC [KEYS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
655 GRASSMERE PARK DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/12/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President & Secretary

NASHVILLE, TN 37211

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)	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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	10/12/2007		D	11,777 (1) \$ 48 (2)	0	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)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 42.21	10/12/2007		D	3,949	(3) 06/18/2017	Common Stock	3,949

Reporting Owners

Reporting Owner Name / Address	Relationships
Arena John G 655 GRASSMERE PARK DRIVE NASHVILLE, TN 37211	Director 10% Owner Officer Vice President & Secretary

Signatures

/s/ John G. Arena by: Anthony R. Dainora, as Attorney-in-Fact
 10/12/2007
 **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).
- These shares of Common Stock are represented by 1,777 performance shares and 10,000 shares of restricted stock granted under the
- (1) Keystone Automotive Industries, Inc. ("Keystone") 2005 Omnibus Incentive Plan, each of which represent a contingent right to receive shares of Keystone Common Stock which have vested.
 - (2) Disposed of pursuant to the Agreement and Plan of Merger, dated as of July 16, 2007, by and among Keystone, LKQ Corporation and LKQ Acquisition Company in exchange for a cash payment of \$48.00 per share.
 - (3) These options, which vest in three equal annual installments beginning on the one-year anniversary of the grant date, were cancelled pursuant to the Agreement and Plan of Merger, dated as of July 16, 2007, by and among Keystone, LKQ Corporation and LKQ Acquisition Company in exchange for a cash payment equal to the product of the number of shares of common stock subject to the option multiplied by the excess, if any, of \$48.00 over the exercise price per share of common stock under such option.

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.