

MOTORCAR PARTS AMERICA INC
 Form 4
 December 11, 2013

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 *
 Schooner Douglas Earl

2. Issuer Name and Ticker or Trading Symbol
 MOTORCAR PARTS AMERICA INC [MPAA]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 2929 CALIFORNIA STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/09/2013

____ Director
 ____ Officer (give title below) Other (specify below)
 VP, Global Manufacturing

TORRANCE, CA 90503
 (City) (State) (Zip)

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

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	(A) or (D)	Price
Common Stock	12/09/2013		M		12,000	A	\$ 10.01
Common Stock	12/09/2013		M		5,000	A	\$ 12
Common Stock	12/09/2013		S		17,000	D	\$ 18.01 (1)

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

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SEC 1474 (9-02)

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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)	Amount or Number of Shares
Stock Option	\$ 10.01	12/09/2013		M	12,000	11/02/2005 ⁽²⁾ 11/02/2015	Common Stock	12,000
Stock Option	\$ 12	12/09/2013		M	5,000	08/30/2006 ⁽³⁾ 08/29/2016	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Schooner Douglas Earl
2929 CALIFORNIA STREET
TORRANCE, CA 90503

VP, Global Manufacturing

Signatures

/s/ Douglas
Schooner

12/11/2013

**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) The price reported in Column 4 of Table I is a weighted average price. These shares were sold at multiple prices ranging from \$18.00 to \$18.04, 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.
- (2) One-third of the shares subject to this stock option vested on November 2, 2005, one-third vested on November 2, 2006 and the remaining one-third vested on November 2, 2007.
- (3) One-third of the shares subject to this stock option vested on August 30, 2006, one-third vested on August 30, 2007 and the remaining one-third vested on August 20, 2008.

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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