

BARRETT WILLIAM J
Form 4
May 09, 2008

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 *
BARRETT WILLIAM J

2. Issuer Name and Ticker or Trading Symbol
SUPREME INDUSTRIES INC
[STS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
P O BOX 6199
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/07/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
Exec V P and Secretary

FAIR HAVEN, NJ 07704

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Stock | 05/07/2008 | | M | | 33,000 | A | \$ 4.95 |
| Class A Common Stock | 05/07/2008 | | F | | 31,115 | D | \$ 5.25 |
| Class A Common Stock | | | | | | | 101,686 ⁽²⁾ |
| Class B Common | | | | | | | 687,947 ⁽³⁾ |
| | | | | | | | D |
| | | | | | | | I |
| | | | | | | | By Spouse |

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| | | | | | | | | |
|---------|------------|--|---|--------|-----------------------|---|------------------------|-----------|
| Stock | | | | | | | | |
| Class B | | | | | | | | |
| Common | | | | | 14,849 ⁽²⁾ | I | | By Spouse |
| Stock | | | | | | | | |
| Class A | | | | | | | | |
| Common | 05/08/2008 | | A | 10,000 | A <u>6</u> | | 628,543 ⁽¹⁾ | D |
| Stock | | | | | | | | |

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 required to respond unless the form displays a currently valid OMB control number.

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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 |
| Incentive Stock Option | \$ 4.95 | 05/07/2008 | | M | 33,000 | 05/07/2004 ⁽⁴⁾ 05/07/2008 | Class A Common 33,000 |
| Incentive Stock Option (Reload) | \$ 6.66 | | | | | 04/17/2006 ⁽⁴⁾ 04/17/2010 | Class A Common Stock 25,580 |
| Incentive Stock Option | \$ 7.32 | | | | | 06/05/2006 ⁽⁴⁾ 06/05/2010 | Class A Common Stock 25,000 |
| Incentive Stock Option (Reload) | \$ 9.76 | | | | | 12/31/2005 ⁽⁴⁾ 10/26/2010 | Class A Common Stock 11,640 |
| Incentive Stock Option | \$ 7.76 | | | | | 05/04/2007 ⁽⁴⁾ 05/03/2013 | Class A Common Stock 30,000 |
| Incentive Stock | \$ 6.88 | | | | | 04/29/2008 ⁽⁴⁾ 04/29/2014 | Class A Common 29,560 |

Option
(Reload)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BARRETT WILLIAM J P O BOX 6199 FAIR HAVEN, NJ 07704 | X | X | Exec V P and Secretary | |

Signatures

William J.
Barrett

05/09/2008

__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) Includes 358,713 and 38,291 shares owned by reporting person's MPPP and IRA, respectively.
- (2) Reporting Person disclaims beneficial ownership of shares owned by spouse.
- (3) Includes 60,778 and 29,558 shares owned by reporting person's MPPP and IRA, respectively.
- (4) Stock options are exercisable as follows: one-third exercisable after one (1) year from date of grant; two-thirds exercisable after two (2) years from date of grant; and all exercisable after three (3) years from date of grant.
- (5) Not applicable.
- (6) N/A - Restricted stock grant.

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.