

SPRUCEGROVE INVESTMENT MANAGEMENT LTD
Form SC 13G
February 09, 2007

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. N/A)

SUPERIOR INDUSTRIES INTERNATIONAL INC.
(Name of Issuer)

COMMON
(Title of Class of Securities)

868168105
(CUSIP Number)

DECEMBER 31, 2006
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

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CUSIP NO. 488360108

1. Names of Reporting Persons. SPRUCEGROVE INVESTMENT MANAGEMENT LTD.
181 University Avenue, Suite 1300
Toronto, Ontario, Canada M5H 3M7

JOHN WATSON
181 University Avenue, Suite 1300
Toronto, Ontario, Canada M5H 3M7

I.R.S. Identification Nos. of above persons (entities only). N/A

2. Check the Appropriate Box if a Member of a Group (See Instructions)

- (a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization
SPRUCEGROVE INVESTMENT MANAGEMENT LTD. - ONTARIO, CANADA
JOHN WATSON - CANADIAN

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|--|--------------------------------|--|
| | 5. Sole Voting Power | JOHN WATSON - 1,700 SHARES SPRUCEGROVE INVESTMENT MANAGEMENT LTD - 1,994,500 SHARES |
| Number of Shares Beneficially Owned by Each Reporting Person With | 6. Shared Voting Power | NONE |
| | 7. Sole Dispositive Power | JOHN WATSON - 1,700 SHARES SPRUCEGROVE INVESTMENT MANAGEMENT LTD. - 1,994,500 SHARES |
| | 8. Shared Dispositive Power | NONE |
| 9. Aggregate Amount Beneficially Owned by Each Reporting Person | | JOHN WATSON - 1,700 SHARES SPRUCEGROVE INVESTMENT MANAGEMENT - 1,994,500 SHARES |
| 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | | N/A |
| 11. Percent of Class Represented by Amount in Row (9) | | JOHN WATSON - 0% SPRUCEGROVE INVESTMENT MANAGEMENT - 7.50% |
| 12. Type of Reporting Person (See Instructions) | | SPRUCEGROVE INVESTMENT MANAGEMENT LTD. - IA JOHN WATSON - IN JOHN WATSON - HC |

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ITEM 1.

| | |
|---|--|
| (a) Name of Issuer | SUPERIOR INDUSTRIES INTERNATIONAL INC. |
| (b) Address of Issuer's Principal Executive Offices | 7800 WOODLEY AVENUE VAN NUYS, CA 91406 UNITED STATES |

ITEM 2.

| | |
|--|--|
| (a) Name of Person Filing | SPRUCEGROVE INVESTMENT MANAGEMENT LTD. JOHN WATSON |
| (b) Address of Principal Business Office | SPRUCEGROVE INVESTMENT MANAGEMENT LTD. 181 UNIVERSITY AVENUE, SUITE 1300 TORONTO, ONTARIO, CANADA M5H 3M7 JOHN WATSON 181 UNIVERSITY AVENUE, SUITE 1300 TORONTO, ONTARIO, CANADA M5H 3M7 |
| (c) Citizenship | SPRUCEGROVE INVESTMENT MANAGEMENT LTD - N/A JOHN WATSON - CANADIAN |

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(d) Title of Class of Securities COMMON

(e) CUSIP Number 868168105

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SECTIONS 40.13d-1(b) OR 240.13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) [] Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) [] Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) [] Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) [] Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) [] An investment adviser in accordance with Section 240.13d-1(b)(1)(ii)(E);
- (f) [] An employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F);
- (g) [] A parent holding company or control person in accordance with Section 240.13d-1(b)(1)(ii)(G);
- (h) [] A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 S.C. 1813);
- (i) [] A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a3);
- (j) [X] Group, in accordance with Section 240.13d-1(b)(I)(ii)(J).

ITEM 4. OWNERSHIP.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: JOHN WATSON - 1,700 SHARES
SPRUCGROVE INVESTMENT MGMT - 1,994,500
SHARES
- (b) Percent of class: JOHN WATSON - 0.00%
SPRUCGROVE INVESTMENT MANAGEMENT - 7.50%

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- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote JOHN WATSON - 1,700
SHARES SPRUCGROVE
INVESTMENT MANAGEMENT
LTD - 1,994,500
SHARES
 - (ii) Shared power to vote or to direct the vote NONE

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(iii) Sole power to dispose or to direct the disposition of
JOHN WATSON - 1,700 SHARES
SPRUCEGROVE INVESTMENT
MANAGEMENT LTD -
1,994,500 SHARES

(iv) Shared power to dispose or to direct the disposition of NONE

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS N/A

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON. N/A

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than five percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON. N/A

If a parent holding company or Control person has filed this schedule, pursuant to Rule 13d-1 (b) (1) (ii) (G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company or control person has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

SPRUCEGROVE INVESTMENT MANAGEMENT LTD. - IA
JOHN WATSON - IN
JOHN WATSON - HC

If a group has filed this schedule pursuant to '240.13d-1(b) (1) (ii) (J), so indicate under Item 30) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to '240.13d-1 (c) or '240.13d-1 (d), attach an exhibit stating the identity of each member of the group.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP N/A

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. See Item 5.

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ITEM 10. CERTIFICATION

(a) The following certification shall be included if the statement is

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filed pursuant to Section 240.13d-1(b):

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

(b) The following certification shall be included if the statement is filed pursuant to Section 240.13d-1(c):

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date

Signature

BLAKE MURHY / CHIEF FINANCIAL OFFICER

Name / Title

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d- 7 for other parties for whom copies are to be sent.

ATTENTION: INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACT CONSTITUTE FEDERAL CRIMINAL VIOLATIONS (SEE 18 V.S.C. 1001)