

KEALEY MICHAEL  
Form 4  
March 08, 2019

**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 \*  
**KEALEY MICHAEL**

(Last) (First) (Middle)

**C/O DORMAN PRODUCTS,  
INC., 3400 EAST WALNUT  
STREET**

(Street)

**COLMAR, PA 18915**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**Dorman Products, Inc. [DORM]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**03/06/2019**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**EVP, Commercial**

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount or (D) Price   |   |  |                                   |
| Common Stock                    | 03/06/2019                           |  | A                              | 1,662 (1)   | \$ 0 21,514   | D  |                                   |
| Common Stock                    | 03/06/2019                           |  | F                              | 486 (2)   | \$ 82.03 21,028   | D  |                                   |
| Common Stock                    | 03/06/2019                           |  | A                              | 760   | \$ 0 21,788   | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 365 (3)   | I  | By 401(k)                         |

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (right to buy)       | \$ 82.03   | 03/06/2019                           |  | A                              | 2,630   | (4) 03/06/2027   | Common Stock  | 2,630                         |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                 |       |
|--|---------------|-----------|-----------------|-------|
|  | Director      | 10% Owner | Officer         | Other |
| KEALEY MICHAEL<br>C/O DORMAN PRODUCTS, INC.<br>3400 EAST WALNUT STREET<br>COLMAR, PA 18915 |               |           | EVP, Commercial |       |

## Signatures

/s/ Thomas J. Knoblauch, by Power of Attorney  
Date: 03/08/2019

\*\*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) Represents the vesting of performance-based restricted stock granted in fiscal 2016 for the 2016-2018 performance cycle.
- (2) These shares were withheld by the Issuer upon the vesting of a restricted stock award to satisfy the Reporting Person's tax withholding obligations. Such withholding is treated as a disposition of securities under Section 16 of the Securities Exchange Act of 1934, as amended.

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- (3) The shares are represented by units held in a unitized stock fund through the Issuer's 401(k) Retirement Plan and Trust. The unitized stock fund of the Issuer's 401(k) Retirement Plan and Trust consists of cash and Common Stock in amounts that vary from time to time. As of February 28, 2019 the Reporting Person had 239 units in the Issuer's 401(k) Retirement Plan and Trust, which units consisted of 365 shares of Common Stock.
- (4) The option vests in four equal annual installments beginning on March 6, 2020, which is the first anniversary of the date of grant.

### **Remarks:**

The filing of this Statement shall not be construed as an admission (a) that the person filing this Statement is, for the purposes

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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