

DeGaynor Jonathan B
Form 4
March 30, 2018

FORM 4

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

OMB APPROVAL

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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 *
DeGaynor Jonathan B

(Last) (First) (Middle)
6265 THURBER ROAD
(Street)

BLOOMFIELD HILLS, MI 48301

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
STONERIDGE INC [SRI]

3. Date of Earliest Transaction (Month/Day/Year)
03/30/2018

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)
President and CEO

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 Shares, without par value | 03/30/2018 | | M | | 160,431 | A | 173,157 |
| Common Shares, without par value | 03/30/2018 | | F | | 69,035 | D | \$ 27.6 |

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

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number of Shares |
| Performance Shares | (1) | 03/30/2018 | | M | 160,431 | (1) (1) | Common Shares, without par value 160,431 |
| Performance Shares | (1) | 03/30/2018 | | D | 10,564 | (1) (1) | Common Shares, without par value 10,564 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DeGaynor Jonathan B 6265 THURBER ROAD BLOOMFIELD HILLS, MI 48301 | X | | President and CEO | |

Signatures

/s/ Robert M. Loesch, by power of attorney
03/30/2018
 __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).

On March 30, 2015 the Reporting Person was granted under the Company's Long-Term Incentive Plan 170,995 performance shares, vesting (if earned) on March 30, 2018; 51,355 of the performance shares were time-based and were earned and vested on March 30, 2018

(1) and were paid on a one-for-one basis in common shares and 119,640 performance shares were time-based and performance based. Of the time and performance based performance shares 109,076 were earned and vested on March 30, 2018 and were paid on a one-for-one basis in common shares, and 10,564 performance shares were not earned.

(2) Includes performance shares and time based share units vesting (if earned) in 2019, 2020 and 2021.

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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