

MOTORCAR PARTS AMERICA INC
 Form 4
 June 26, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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 *
KRATZ STEVEN

(Last) (First) (Middle)

C/O MOTORCAR PARTS OF AMERICA, 2929 CALIFORNIA STREET

(Street)

TORRANCE, CA 90503

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/23/2015

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)
Chief Operating Officer

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				(A) or (D)	Price
Common Stock	06/23/2015		M			10,000	A	\$ 6.46	19,267	D	
Common Stock	06/24/2015		S			8,041	D	\$ 31.567 (1)	11,226	D	
Common Stock	06/25/2015		S			1,750	D	\$ 31.522 (2)	9,476	D	
Common Stock	06/26/2015		S			209	D	\$	9,267	D	

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The price reported in column 4 of Table I is a weighted average price. These shares were sold at multiple prices ranging from \$31.50 to \$31.58, 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.

- (3) The price reported in column 4 of Table I is a weighted average price. These shares were sold at multiple prices ranging from \$31.50 to \$31.55, 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.

- (4) The option vested as to one-third of the shares subject thereto on December 28, 2012 and will vest as to one-third of the shares subject thereto on each of December 28, 2013 and December 28, 2014, subject to the reporting person's continued employment with the issuer through the applicable vesting date.

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.