SELWYN JOFFE Form 4 January 02, 2013

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per 0.5 response...

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

SELWYN JOFFE

MOTORCAR PARTS AMERICA INC [MPAA]

(Check all applicable)

(Last) (First) (Middle)

(State)

3. Date of Earliest Transaction

_X__ Director 10% Owner X_ Officer (give title Other (specify

President, CEO & Chairman

(Month/Day/Year) 12/28/2012

below)

C/O MOTORCAR PARTS OF AMERICA, INC., 2929 CALIFORNIA STREET

(Street)

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

4. If Amendment, Date Original

(Instr. 8)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

TORRANCE, CA 90503

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Zip)

3. 4. Securities TransactionAcquired (A) or Disposed of (D) Code (Instr. 3, 4 and 5)

6. Ownership 7. Nature of Amount of Securities Beneficially (D) or Owned Indirect (I) Following (Instr. 4)

Form: Direct Indirect Beneficial Ownership (Instr. 4)

(A)

Transaction(s)

Reported

(Instr. 3 and 4) (D) Price Code V Amount

Restricted Stock (1)

D 51,167

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4. 5. Number of TransactionDerivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if						
Security	or Exercise		any						
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or				
	Derivative				Disposed of (D)				
	Security				(Instr. 3, 4, and				
					5)				
						Date Exercisable	Expiration Date	Title	Amou Numb
				Code V	(A) (D)				Shares
Stock Option	\$ 6.46	12/28/2012		A	124,100	12/28/2012(2)	12/27/2022	Common Stock	124,
Stock Option	\$ 6.46	12/28/2012		A	109,100	12/28/2012(3)	12/27/2022	Common Stock	109,

Reporting Owners

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
SELWYN JOFFE C/O MOTORCAR PARTS OF AMERICA, INC. 2929 CALIFORNIA STREET TORRANCE, CA 90503	X		President, CEO & Chairman			

Signatures

/s/ Selwyn Joffe 01/02/2013

**Signature of Date
Reporting Person

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 a restricted stock grant which will be fully vested on December 28, 2012, the date of grant.
- (2) The option will vest as to one-third of the shares subject thereto on each of December 28, 2012, 2013 and 2014, subject to Mr. Joffe's continued employment with the issuer through each applicable vesting date.
- (3) The option will be fully vested on December 28, 2012, the date of 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.

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