

Tower International, Inc.
 Form 4
 March 08, 2016

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 *
 Malmhagen Paer

(Last) (First) (Middle)

C/O TOWER INTERNATIONAL, INC., 17672 LAUREL PARK DR. NORTH, SUITE 400E

(Street)

LIVONIA, MI 48152

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Tower International, Inc. [TOWR]

3. Date of Earliest Transaction (Month/Day/Year)
 03/04/2016

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, Europe

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 Stock, Par Value \$0.01 Per Share	03/06/2016		M		2,027.98	A	Ⓛ 5,883.98
Common Stock, Par Value \$0.01 Per Share	03/06/2016		F		964.98	D	\$ 23.59 4,919
	03/06/2016		M		1,052.29	A	Ⓛ 5,971.29

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Common
Stock, Par
Value
\$0.01 Per
Share

Common
Stock, Par
Value
\$0.01 Per
Share

Common
Stock, Par
Value
\$0.01 Per
Share

Common
Stock, Par
Value
\$0.01 Per
Share

03/06/2016

F

500.29

D

\$
23.59

5,471

D

03/06/2016

M

862.8

A

(1)

6,333.8

D

03/06/2016

F

410.8

D

\$
23.59

5,923

D

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)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount Number Shares
Restricted Stock Units	<u>(1)</u>	03/04/2016		A	3,085	<u>(2)</u> <u>(2)</u>	Common Stock, Par Value \$0.01 Per Share 3,085
Restricted Stock Units	<u>(1)</u>	03/06/2016		M	2,027.98	<u>(3)</u> <u>(3)</u>	Common Stock, Par Value \$0.01 Per Share 2,027.98

Restricted Stock Units	(1)	03/06/2016	M	1,052.29	(4)	(4)	Common Stock, Par Value \$0.01 Per Share	1,052.29
Restricted Stock Units	(1)	03/06/2016	M	862.8	(5)	(5)	Common Stock, Par Value \$0.01 Per Share	862.8

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Malmhagen Paer C/O TOWER INTERNATIONAL, INC. 17672 LAUREL PARK DR. NORTH, SUITE 400E LIVONIA, MI 48152			President, Europe	

Signatures

/s/ Nanette Dudek,
Attorney-in-Fact

03/08/2016

**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) Each restricted stock unit (collectively, the "RSUs") represents a contingent right to receive one share of the common stock, par value \$0.01 per share (the "Common Stock") of Tower International, Inc. (the "Company").

(2) These RSUs will vest ratably on March 6, 2017, March 6, 2018, and March 6, 2019; provided, however, that such RSUs will vest in full upon the occurrence of a "change in control" of the Company, as defined in the Tower International, Inc. 2010 Equity Incentive Plan (the "Plan"), or if the reporting person's employment terminates due to death or disability. There is no expiration date.

(3) The final one-third of the RSUs originally granted to the reporting person on March 5, 2013, including the dividend equivalent units (DEUs) accrued as additional RSUs in respect thereof, vested. The RSUs had no expiration date.

(4) One-third of the RSUs originally granted to the reporting person on March 6, 2014, including a proportional amount of the DEUs accrued as additional RSUs in respect thereof, vested. The balance of the RSUs (including such proportional amount of the DEUs accrued in respect thereof), will vest on March 6, 2017; provided, however, that such RSUs will vest in full upon the occurrence of a "change in control" of the Company, as defined in the Plan, or if the reporting person's employment terminates due to death or disability. There is no expiration date.

(5) One-third of the RSUs originally granted to the reporting person on March 6, 2015, including a proportional amount of the DEUs accrued as additional RSUs in respect thereof, vested. The balance of the RSUs (including such proportional amount of the DEUs accrued in respect thereof), will vest ratably on March 6, 2017 and March 6, 2018; provided, however, that such RSUs will vest in full upon the occurrence of a "change in control" of the Company, as defined in the Plan, or if the reporting person's employment terminates due to death or disability. There is no expiration date.

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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