Cook William Form 4 March 08, 2012

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. Form 4 or

January 31, Expires: 2005

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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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

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obligations

(Print or Type Responses)

1. Name and Address of Reporting Person * Cook William

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Tower International, Inc. [TOWR]

(Check all applicable)

(First) (Middle) (Last)

3. Date of Earliest Transaction

(Month/Day/Year)

Director 10% Owner X_ Officer (give title Other (specify below)

C/O TOWER INTERNATIONAL, INC., 17672 LAUREL PARK

03/06/2012

SVP, Global Human Resources

DRIVE N., STE 400E

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Code

(Instr. 8)

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

Owned

LIVONIA, MI 48152

Security

(Instr. 3)

Derivative

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

Conversion

(Month/Day/Year) Execution Date, if

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities

Disposed of (D)

(Instr. 3, 4 and 5)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial

(Instr. 4)

(I)

Following Reported (A) Transaction(s) or

TransactionAcquired (A) or

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

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)

3. Transaction Date 3A. Deemed 1. Title of

5. Number of 6. Date Exercisable and (Month/Day/Year) Execution Date, if TransactiorDerivative **Expiration Date**

7. Title and Amount of **Underlying Securities**

Ownership (Instr. 4)

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr.	8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	03/06/2012		A		4,371		(2)	(2)	Common Stock	4,371
Stock Options (Right to Buy)	\$ 11.71	03/06/2012		A		19,805		<u>(3)</u>	03/06/2022	Common Stock	19,805

Reporting Owners

Reporting Owner Name / Address							
	Director	10% Owner	Officer	Other			

Cook William C/O TOWER INTERNATIONAL, INC. 17672 LAUREL PARK DRIVE N., STE 400E LIVONIA, MI 48152

SVP, Global Human Resources

Relationships

Signatures

/s/ Nanette Dudek, Attorney-in-Fact 03/08/2012

**Signature of Reporting Person Da

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").
- These RSUs will vest ratably on March 6, 2013, March 6, 2014, and March 6, 2015; 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) These stock options will vest ratably on March 6, 2013, March 6, 2014, and March 6, 2015; provided, however, that such stock options will also vest in full upon the occurrence of a "change in control" of the Company as defined in the Plan.

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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