Bernard James Form 4/A August 17, 2012

FORM 4

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

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person * Bernard James

(First) (Last)

(Middle)

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

NORTH, SUITE 400E

(Street)

(Zip)

LIVONIA, MI 48152

2. Issuer Name and Ticker or Trading

Symbol

Tower International, Inc. [TOWR]

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

03/10/2011

4. If Amendment, Date Original

Filed(Month/Day/Year)

03/11/2011

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

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0.5

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner Other (specify

X_ Officer (give title below)

SVP, Sales & Business Dev.

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(City) (State)

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

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

(A)

or

5. Amount of Securities Beneficially Owned Following

6. Ownership Form: Direct (I) (Instr. 4)

7. Nature of Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

Reported Transaction(s) (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.

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SEC 1474 (9-02)

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

1. Title of Derivative

Conversion

3. Transaction Date 3A. Deemed

5. Number

6. Date Exercisable and (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date

7. Title and Amount of 8 Underlying Securities

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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)	03/10/2011		A	2,748	(2)	(2)	Common Stock	2,748
Stock Options (right to buy)	\$ 16.65	03/10/2011		A	5,542	(3)	03/03/2021	Common Stock	5,542
Stock Options (right to buy)	\$ 13					<u>(3)</u>	10/14/2020	Common Stock	6,364

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Bernard James C/O TOWER INTERNATIONAL, INC. 17672 LAUREL PARK DR. NORTH, SUITE 400E LIVONIA, MI 48152

SVP, Sales & Business Dev.

Signatures

/s/ Nanette Dudek, Attorney-in-Fact 08/17/2012

**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).

Reporting Owners 2

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- (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 the Company.
- (2) These restricted stock units will vest ratably on March 1, 2012, March 1, 2013 and March 1, 2014.
 - These stock options will vest ratably on March 1, 2012, March 1, 2013 and March 1, 2014; provided, however, that such stock options
- (3) will also vest in full upon the occurrence of a "change in control" of Tower International, Inc. (the "Company"), as defined in the Tower International, Inc. 2010 Equity Incentive Plan (the "Plan").
- (4) This amendment shows the indirect ownership of the reporting person's securities.

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.