

Tower International, Inc.  
 Form 4  
 March 10, 2014

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
**KERSTEN JEFFREY L**

(Last) (First) (Middle)

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

03/06/2014

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)  
 SVP & Corporate Controller

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 or Price		
Common Stock, par value \$0.01 per share	03/06/2014		M		1,345 A (1) 22,379	D	
Common Stock, par value \$0.01 per share	03/06/2014		F		497 D \$ 26.45 21,882	D	
Common Stock, par value \$0.01	03/06/2014		M		1,214 A (1) 23,096	D	

per share

Common

Stock, par value \$0.01

03/06/2014

F

381

D

\$ 26.45

22,715

D

per share

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)	8. Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	03/06/2014		M	1,345	<u>(2)</u> / <u>(2)</u>	Common Stock	1,345
Restricted Stock Units	<u>(1)</u>	03/06/2014		M	1,214	<u>(3)</u> / <u>(3)</u>	Common Stock	1,214
Restricted Stock Units	<u>(1)</u>	03/06/2014		A	1,786	<u>(4)</u> / <u>(4)</u>	Common Stock	1,786

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

KERSTEN JEFFREY L  
C/O TOWER INTERNATIONAL, INC.  
17672 LAUREL PARK DRIVE NORTH SUITE 400E  
LIVONIA, MI 48152

SVP & Corporate Controller

## Signatures

/s/ Nanette Dudek,  
Attorney-in-Fact

03/07/2014

\_\_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").  

On March 6, 2014, one-third of the 4,035 RSUs originally granted to the reporting person vested. The balance of the RSUs will vest on 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.
- (2) On March 6, 2014, one-third of the 4,035 RSUs originally granted to the reporting person vested. The balance of the RSUs will vest on 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) On March 6, 2014, one-third of the 3,640 RSUs originally granted to the reporting person vested. The balance of the RSUs will vest ratably on March 6, 2015 and March 6, 2016; 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.
- (4) These RSUs will vest ratably on March 6, 2015, March 6, 2016, and 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 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.

### Remarks:

#### Exhibit 24.1 - Power of Attorney

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.