Tower International, Inc. Form 4 March 10, 2014

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 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 * **GALLEN JONATHAN**

(First) (Middle) (Last)

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

(Street)

(State)

LIVONIA, MI 48152

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)

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)

(City)

(Month/Day/Year)

(Zip)

3. 4. Securities Code (Instr. 8)

TransactionAcquired (A) or Disposed of (D)

(Instr. 3, 4 and 5)

(A)

or Code V Amount (D) Price 5. Amount of Securities Beneficially Owned

Transaction(s)

(Instr. 3 and 4)

Issuer

below)

X_ Director

Applicable Line)

Officer (give title

Following Reported

Form: Direct (D) or Indirect Beneficial (I) (Instr. 4)

6. Ownership

Indirect Ownership

7. Nature of

10% Owner

Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

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

(Check all applicable)

Estimated average

burden hours per

(Instr. 4)

SEC 1474

(9-02)

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

Persons who respond to the collection of information contained in this form are not 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)

1. Title of Derivative Conversion

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date

5. Number

6. Date Exercisable and

7. Title and Amount of 8. Pr Underlying Securities

Edgar Filing: Tower International, Inc. - Form 4

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)		Secu (Inst
				Code V	(A) (` ′	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(1)</u>	03/06/2014		A	3,781		(2)	(2)	Common Stock	3,781	\$

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GALLEN JONATHAN C/O TOWER INTERNATIONAL, INC. 17672 LAUREL PARK DRIVE NORTH SUITE 400E LIVONIA, MI 48152



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).
- 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 on March 6, 2015; provided, however, that such RSUs will vest in full upon the occurrence of a "change in control" of the Company or if the reporting person's service terminates due to death, disability or at the request of the Company or due to completion of the reporting persons term of office as a director. Shares of Common Stock will be issued in settlement of the RSUs upon the earlier of the recipient's termination of service as a director or a change in control.

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.

Reporting Owners 2