

Schwentor Larry
 Form 4
 July 21, 2011

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 *
 Schwentor Larry

(Last) (First) (Middle)

C/O TOWER INTERNATIONAL, INC., 17672 LAUREL PARK DRIVE NORTH, STE 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)
 07/20/2011

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)

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)
Common Stock, par value \$0.01 per share	07/20/2011		M	26,265 A	\$ 17.08 29,265	D	

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

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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	(1)	07/20/2011		M	37,177	(2)(3) (2)(3)	Common Stock	37,177

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Schwentor Larry
C/O TOWER INTERNATIONAL, INC.
17672 LAUREL PARK DRIVE NORTH, STE 400E
LIVONIA, MI 48152

X

Signatures

/s/ Nanette Dudek,
Attorney-in-Fact

07/21/2011

**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 up to one share of the common stock, par value \$0.01 per share (the "Common Stock") of Tower International, Inc. (the "Company").
On July 20, 2011, fifty percent (50%) of the 74,354 RSUs originally granted to the reporting person vested. Upon the vesting of such RSUs, the Company settled, in accordance with the Tower International, Inc. 2010 Equity Incentive Plan (the "Plan"), a portion of the vested RSUs through a cash payment to the reporting person of \$186,376.96. The balance of the RSUs will vest eighteen months after the consummation of the Company's initial public offering (the "Second Vesting Date"); 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; provided further, however, that if the Company terminates the reporting person's service for any reason other than for "cause," as defined in the Plan, or the reporting person's service terminates due to death or disability, (Continued in the next footnote)
- (2)
- (3) such unvested RSUs will vest on the earlier to occur of (i) the Second Vesting Date and (ii) December 31 of the calendar year during which such non-cause termination occurs.

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.