

STANDARD MOTOR PRODUCTS INC

Form 4

May 22, 2006

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SILLS LAWRENCE I

2. Issuer Name **and** Ticker or Trading
Symbol

STANDARD MOTOR PRODUCTS
INC [SMP]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

Chairman of Board and CEO

STANDARD MOTOR PRODUCTS,
INC., 37-18 NORTHERN BLVD

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

LONG ISLAND CITY, NY 11101

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock-Owned By Wife ⁽¹⁾				(A) or (D)	2,812	D ⁽¹⁾	
Common Stock				(A)	289,687	I ⁽²⁾	See Note ⁽²⁾
Common Stock	05/18/2006		A	2,000	A \$ 7.9	703,261	D
Common Stock					6,138 ⁽³⁾	D	

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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 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 Underlying (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Option-Common Stock	\$ 23.59	09/18/1997		A		10,000		09/18/2001	09/18/2006	Common Stock
Stock Option-Common Stock	\$ 23.84	05/27/1999		A		8,333		05/27/2001	05/27/2006	Common Stock
Stock Option-Common Stock	\$ 24.84	05/27/1999		A		8,333		05/27/2002	05/27/2007	Common Stock
Stock Option-Common Stock	\$ 9.29	05/18/2000		D			8,334	05/27/2002	05/27/2007	Common Stock
Stock Option-Common Stock	\$ 10.29	05/18/2000		A		8,333		05/27/2002	05/27/2007	Common Stock
Stock Option-Common Stock	\$ 11.29	05/18/2000		A		8,333		08/18/2003	05/18/2008	Common Stock
Stock Option-Common Stock	\$ 13.74	02/14/2003		A		6,667		02/14/2004	02/14/2009	Common Stock
Stock Option-Common Stock	\$ 14.74	02/14/2003		A		6,667		02/14/2005	02/14/2010	Common Stock
Stock Option-Common Stock	\$ 15.74	02/14/2003		A		6,666		02/14/2005	02/14/2010	Common Stock
	\$ 13.55	05/24/2004		A		6,250		05/24/2005	05/24/2014	

Stock								Common
Option-Common								Stock
Stock								
Stock								Common
Option-Common	\$ 14.91	05/24/2004	A	6,250	05/24/2006	05/24/2014		Stock
Stock								
Stock Option -	\$ 10.55	05/19/2005	A	6,250	05/19/2006	05/19/2015		Common
Common Stock								Stock
Stock Option -	\$ 11.61	05/19/2005	A	6,250	05/19/2007	05/19/2015		Common
Common Stock								Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SILLS LAWRENCE I STANDARD MOTOR PRODUCTS, INC. 37-18 NORTHERN BLVD LONG ISLAND CITY, NY 11101	X		Chairman of Board and CEO	

Signatures

/s/ Lawrence I. Sills 05/22/2006

__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) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purposes.
- (2) Trustee on 2 Family trusts
- (3) Shares in ESOP 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.