

MOTORCAR PARTS AMERICA INC
 Form 4
 December 16, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Mochulsky Richard K

2. Issuer Name and Ticker or Trading Symbol
 MOTORCAR PARTS AMERICA INC [MPAA]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 C/O MOTORCAR PARTS OF AMERICA, INC., 2929 CALIFORNIA STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/12/2014

____ Director
 Officer (give title below) _____ 10% Owner
 _____ Other (specify below)
 VP, Sales

TORRANCE, CA 90503
 (City) (State) (Zip)

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

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	12/12/2014		M	2,000 A	\$ 11.5	7,538	D
Common Stock	12/12/2014		M	2,400 A	\$ 10.01	9,938	D
Common Stock	12/12/2014		F	4,400 D	\$ 32.099 <u>(1)</u>	5,538	D
Common Stock	12/15/2014		M	2,600 A	\$ 10.01	8,138	D

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Common Stock	12/15/2014	M	1,179	A	\$ 6.46	9,317	D
Common Stock	12/15/2014	F	3,779	D	\$ 32	5,538	D

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 Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 11.5	12/12/2014		M	2,000	08/07/2007 ⁽²⁾	08/07/2017	Common Stock	2,000		
Stock Option	\$ 10.01	12/12/2014		M	2,400	11/05/2005 ⁽²⁾	11/05/2015	Common Stock	2,400		
Stock Option	\$ 10.01	12/15/2014		M	2,600	11/05/2005 ⁽²⁾	11/05/2015	Common Stock	2,600		
Stock Option	\$ 6.46	12/15/2014		M	1,179	12/30/2012 ⁽³⁾	12/30/2022	Common Stock	1,179		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mochulsky Richard K C/O MOTORCAR PARTS OF AMERICA, INC. 2929 CALIFORNIA STREET TORRANCE, CA 90503			VP, Sales	

Signatures

/s/ Richard
Mochulsky

12/16/2014

__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).

- The price reported in column 4 of Table I is a weighted average price. These shares were sold at multiple prices ranging from \$32.00 to \$32.34, inclusive. The reporting person undertakes to provide to Motorcar Parts of America, Inc., any security holder of Motorcar Parts of America, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (1) America, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
 - (2) The option was fully vested as of December 12, 2014.
 - (3) The option is subject to vesting in three equal annual installments beginning on December 30, 2012, subject to the reporting person's continued employment with the issuer through each applicable vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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