

KERSTEN JEFFREY L  
Form 4  
March 09, 2011

**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 \*  
**KERSTEN JEFFREY L**

(Last) (First) (Middle)

**C/O TOWER INTERNATIONAL, INC., 17672 LAUREL PARK DR. 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)  
**03/03/2011**

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)  
**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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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.**

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction of Derivative	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
------------------------	---------------	--------------------------------------	-------------------------------	------------------------------	-----------	-----------------------------------------	----------------------------------------------

Edgar Filing: KERSTEN JEFFREY L - 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)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	03/03/2011	A		2,838		(2)	(2)	Common Stock	2,838
Restricted Stock Units	(1)						(3)(4)	(3)(4)	Common Stock	67,775
Stock Options (right to buy)	\$ 13						(5)	10/14/2020	Common Stock	12,528

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KERSTEN JEFFREY L C/O TOWER INTERNATIONAL, INC. 17672 LAUREL PARK DR. NORTH, SUITE 400E LIVONIA, MI 48152			SVP & Corporate Controller	

## Signatures

/s/ Nanette Dudek,  
Attorney-in-Fact

03/09/2011

\*\*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 one share of the common stock, par value \$0.01 per share (the "Common Stock"), of the Company.
- (2) These restricted stock units will vest ratably on March 1, 2012, March 1, 2013 and March 1, 2014. There is no expiration date.
- (3) Fifty percent (50%) of the RSUs vest nine months after the consummation of the Company's initial public offering (the "First Vesting Date") and 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 employment for any reason other than for "cause," as defined in the Plan, or the reporting person's employment terminates due to death or disability, (Continued in next footnote)

## Edgar Filing: KERSTEN JEFFREY L - Form 4

- (a) if the non-cause termination event occurs prior to the First Vesting Date, 50% of the RSUs will vest on the earlier to occur of (i) the First Vesting Date and (ii) December 31 of the calendar year during which such non-cause termination occurs, and (b) if the non-cause termination event occurs after the First Vesting Date but before the Second Vesting Date, 100% of the 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.

- (4) These stock options will vest ratably on March 1, 2012, March 1, 2013 and March 1, 2014; provided, however, that such stock options will also vest in full upon the occurrence of a "change in control" of Tower International, Inc. (the "Company"), as defined in the Tower International, Inc. 2010 Equity Incentive Plan (the "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.