

MOTORCAR PARTS AMERICA INC  
 Form 4  
 December 16, 2014

**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 \*  
 Mochulsky Richard K

(Last) (First) (Middle)

C/O MOTORCAR PARTS OF AMERICA, INC., 2929 CALIFORNIA STREET

(Street)

TORRANCE, CA 90503

(City) (State) (Zip)

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

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

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)  
 VP, Sales

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)
			Code	V Amount (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 (1)	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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(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 <sup>(2)</sup>	08/07/2017	Common Stock	2,000		
Stock Option	\$ 10.01	12/12/2014		M	2,400	11/05/2005 <sup>(2)</sup>	11/05/2015	Common Stock	2,400		
Stock Option	\$ 10.01	12/15/2014		M	2,600	11/05/2005 <sup>(2)</sup>	11/05/2015	Common Stock	2,600		
Stock Option	\$ 6.46	12/15/2014		M	1,179	12/30/2012 <sup>(3)</sup>	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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