

SCHULTZ ROBERT F

Form 4

February 02, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHULTZ ROBERT F

(Last) (First) (Middle)

600 GRANT STREET, 4600 USX
TOWER

(Street)

PITTSBURGH, PA 15219

(City) (State) (Zip)

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

AMPCO PITTSBURGH CORP [AP]

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

02/01/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)

Vice President&Senior Counsel

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/01/2006		S		200	D	\$ 20.5 2,600
Common Stock	02/01/2006		S		200	D	\$ 20.48 2,400
Common Stock	02/01/2006		S		100	D	\$ 20.47 2,300
Common Stock	02/01/2006		S		600	D	\$ 20.45 1,700
Common Stock	02/01/2006		S		300	D	\$ 20.41 1,400

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Common Stock	02/01/2006	S	100	D	\$ 20.4	1,300	D
Common Stock	02/01/2006	S	100	D	\$ 20.39	1,200	D
Common Stock	02/01/2006	S	100	D	\$ 20.05	1,100	D
Common Stock	02/01/2006	S	100	D	\$ 20.04	1,000	D
Common Stock	02/01/2006	S	100	D	\$ 19.91	900	D
Common Stock	02/01/2006	S	200	D	\$ 19.83	700	D
Common Stock	02/01/2006	S	300	D	\$ 19.69	400	D
Common Stock	02/01/2006	S	200	D	\$ 19.66	200	D
Common Stock	02/01/2006	S	100	D	\$ 19.61	100	D
Common Stock	02/01/2006	S	100	D	\$ 19.59	0	D
Common Stock						200	D ⁽¹⁾

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares

Non-Qualified Stock Options	\$ 10	05/01/1999	12/15/2008	Common Stock	20,000
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHULTZ ROBERT F 600 GRANT STREET 4600 USX TOWER PITTSBURGH, PA 15219			Vice President&Senior Counsel	

Signatures

s/Rose Hoover for Robert F. Schultz (POA Previously
Filed)

02/02/2006

__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) Joint w/spouse.

Remarks:

Sheet 2 of 2 forms filed on this date relating to same transaction.

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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