

# MOTORCAR PARTS AMERICA INC

Reported by  
**MILLER DUANE FRANKLIN**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 03/30/17 for the Period Ending 03/28/17

Address	2929 CALIFORNIA STREET TORRANCE, CA 90503
Telephone	3109724015
CIK	0000918251
Symbol	MPAA
SIC Code	3714 - Motor Vehicle Parts and Accessories
Industry	Auto, Truck & Motorcycle Parts
Sector	Consumer Cyclical
Fiscal Year	03/31

# FORM 4

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

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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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person -*		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<b>Miller Duane Franklin</b>		<b>MOTORCAR PARTS AMERICA INC [MPAA]</b>		<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)		<input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
<b>2929 CALIFORNIA STREET</b>		<b>3/28/2017</b>			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
<b>TORRANCE, CA 90503</b>				<input checked="" type="checkbox"/> Form filed by One Reporting Person	
(City) (State) (Zip)				<input type="checkbox"/> 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	3/28/2017		M		11000	A	\$7.27	13690	D	
Common Stock	3/28/2017		M		3000	A	\$4.45	16690	D	
Common Stock	3/28/2017		M		3000	A	\$4.29	19690	D	
Common Stock	3/28/2016		S		9960	D	\$30.1127 (1)	9730	D	
Common Stock	3/29/2017		S		7040	D	\$30.1022 (2)	2690	D	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option	\$7.27	3/28/2017		M		11000		6/5/2008 (3)	6/5/2018	Common Stock	11000	\$0	0	D	
Stock Option	\$4.45	3/28/2017		M		3000		6/5/2009 (3)	6/5/2019	Common Stock	3000	\$0	0	D	
Stock Option	\$4.29	3/28/2017		M		3000		6/5/2012 (3)	6/5/2022	Common Stock	3000	\$0	0	D	

### Explanation of Responses:

- ( The price reported in Column 4 of Table I is a weighted average price. These shares were sold at multiple prices ranging from \$30.00 to \$30.34, 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.
  - The price reported in Column 4 of Table I is a weighted average price. These shares were sold at multiple prices ranging from \$30.00 to \$30.37, 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.
  - The option vested in full prior to the date hereof.

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Miller Duane Franklin</b> <b>2929 CALIFORNIA STREET</b> <b>TORRANCE, CA 90503</b>	<b>X</b>			

**Signatures**

/s/ Duane Miller

3/30/2017

—Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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).

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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