

SIDDONSON ERNEST G  
Form 4  
November 18, 2009

**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 \*  
SIDDONSON ERNEST G

2. Issuer Name and Ticker or Trading Symbol  
AMPCO PITTSBURGH CORP [AP]

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

(Last) (First) (Middle)  
600 GRANT STREET, 4600 USX TOWER

3. Date of Earliest Transaction (Month/Day/Year)  
11/16/2009

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

(Street)  
PITTSBURGH, PA 15219

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |                                   |
| Common Stock                    |                                      |  |                                |   | 6,833 <sup>(1)</sup>  | D  |                                   |
| Common Stock                    | 11/16/2009                           |  | M                              |   | 2,940 A \$ 13.37  | D  |                                   |
| Common Stock                    | 11/16/2009                           |  | S                              |   | 2,940 D \$ 28.03 <sub>(3)</sub>   | D  |                                   |
| Common Stock                    | 11/17/2009                           |  | M                              |   | 8,726 A \$ 13.37  | D  |                                   |
| Common Stock                    | 11/17/2009                           |  | S                              |   | 8,726 D \$ 28.29  | D  |                                   |

(4)

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.**

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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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-Qualified Stock Options                | \$ 37.89   |                                      |  |                                |   | (2) 09/04/2018   | Common Stock  | 35,000                     |
| Non-Qualified Stock Options                | \$ 13.37   |                                      |  |                                |   | (2) 02/19/2019   | Common Stock  | 23,334                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| SIDDONS ERNEST G<br>600 GRANT STREET<br>4600 USX TOWER<br>PITTSBURGH, PA 15219 |               | X         |         |       |

## Signatures

Rose Hoover for Ernest G. Siddons (POA Previously Filed)

11/18/2009

\*\*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.

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- (2) Subject to acceleration in certain circumstances, the option becomes vested and exercisable under the following schedule assuming the optionee continues employment with the Issuer through the date of vesting: 33% on the grant date, 66% on the first anniversary of the grant date, 100% on the second anniversary of the grant date.

- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.00 to \$28.27, inclusive. The reporting person undertakes to provide to Ampco-Pittsburgh Corporation (the "Company"), any security holder of the Company, or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within this range.

- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.00 to \$28.64, inclusive. The reporting person undertakes to provide to Ampco-Pittsburgh Corporation (the "Company"), any security holder of the Company, or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within this range.

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.