

BERMAN STEVEN L  
Form 4  
December 08, 2011

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BERMAN STEVEN L

(Last) (First) (Middle)

C/O DORMAN PRODUCTS,  
INC., 3400 WALNUT STREET

(Street)

COLMAR, PA 18915

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
Dorman Products, Inc. [DORM]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/06/2011

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)

Chief Executive Officer

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 12/06/2011                              |                                                             | S                                       | Amount<br>(1)<br>2,900<br>D<br>Price<br>(2)<br>\$ 38.27                 | 721,947                                                                                                            | D                                                                       |                                                                   |
| Common<br>Stock                       | 12/06/2011                              |                                                             | S                                       | Amount<br>(3)<br>2,900<br>D<br>Price<br>(4)<br>\$ 38.27                 | 1,170,957                                                                                                          | I                                                                       | By Grantor<br>Retained<br>Annuity<br>Trust                        |
| Common<br>Stock                       | 12/07/2011                              |                                                             | S                                       | Amount<br>(1)<br>3,900<br>D<br>Price<br>(5)<br>\$ 38.03                 | 718,047                                                                                                            | D                                                                       |                                                                   |
|                                       | 12/07/2011                              |                                                             | S                                       | Amount<br>(3)<br>800<br>D                                               | 1,170,157                                                                                                          | I                                                                       |                                                                   |

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|              |                    |   |  |                                   |
|--------------|--------------------|---|--|-----------------------------------|
| Common Stock | \$<br>38.04<br>(6) |   |  | By Grantor Retained Annuity Trust |
| Common Stock | 55,536             | I |  | By Charitable Remainder Trust     |
| Common Stock | 352,000            | I |  | By Partnership                    |
| Common Stock | 57,639             | I |  | By Children in Trust              |

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

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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 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------|

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

## Reporting Owners

| Reporting Owner Name / Address                                                         | Relationships |           |                         |       |
|----------------------------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
|                                                                                        | Director      | 10% Owner | Officer                 | Other |
| BERMAN STEVEN L<br>C/O DORMAN PRODUCTS, INC.<br>3400 WALNUT STREET<br>COLMAR, PA 18915 | X             | X         | Chief Executive Officer |       |

## Signatures

/s/ Steven L.  
Berman

12/08/2011

\_\_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) The sale of the shares was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on April 29, 2011.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$38.00 to \$38.60. The reporting person undertakes to provide to Dorman Products, Inc., any security holder of Dorman Products, 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.

(3) These shares were sold by a grantor retained annuity trust established by the reporting person in February 2009, as to which trust the reporting person is the settlor, trustee and an annuity beneficiary. The sale of the shares was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person, as trustee of the trust, on April 29, 2011.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$38.00 to \$38.58. The reporting person undertakes to provide to Dorman Products, Inc., any security holder of Dorman Products, 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.

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$38.00 to \$38.11. The reporting person undertakes to provide to Dorman Products, Inc., any security holder of Dorman Products, 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.

(6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$38.04 to \$38.05. The reporting person undertakes to provide to Dorman Products, Inc., any security holder of Dorman Products, 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.

### Remarks:

The filing of this Statement shall not be construed as an admission (a) that the person filing this Statement is, for the purposes

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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