

STANDARD MOTOR PRODUCTS INC

Form 4

March 17, 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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
SILLS LAWRENCE I

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

STANDARD MOTOR PRODUCTS
INC [SMP]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

03/15/2006

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

Chairman of Board and CEO

37-18 NORTHERN BLVD

(Street)

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

LONG ISLAND CITY, NY 11101

(City) (State) (Zip)

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 Beneficial Ownership (Instr. 4)
Common Stock-Owned By Wife ⁽¹⁾				(A) or (D)	2,812	D ⁽¹⁾	
Common Stock					289,687	I ⁽²⁾	See Note ⁽²⁾
Common Stock	03/15/2006		J ⁽³⁾	443 A	\$ 10.04 6,138	D	
Common Stock					701,261	D	

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 Underlying Security (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Option-Common Stock	\$ 23.59	09/18/1997		A		10,000		09/18/2001	09/18/2006	Common Stock
Stock Option-Common Stock	\$ 23.84	05/27/1999		A		8,333		05/27/2001	05/27/2006	Common Stock
Stock Option-Common Stock	\$ 24.84	05/27/1999		A		8,333		05/27/2002	05/27/2007	Common Stock
Stock Option-Common Stock	\$ 9.29	05/18/2000		A		8,334		05/27/2002	05/27/2007	Common Stock
Stock Option-Common Stock	\$ 10.29	05/18/2000		A		8,333		05/27/2002	05/27/2007	Common Stock
Stock Option-Common Stock	\$ 11.29	05/18/2000		A		8,333		08/18/2003	05/18/2008	Common Stock
Stock Option-Common Stock	\$ 13.74	02/14/2003		A		6,667		02/14/2004	02/14/2009	Common Stock
Stock Option-Common Stock	\$ 14.74	02/14/2003		A		6,667		02/14/2005	02/14/2010	Common Stock
Stock Option-Common Stock	\$ 15.74	02/14/2003		A		6,666		02/14/2005	02/14/2010	Common Stock

Stock Option-Common Stock	\$ 13.55	05/24/2004	A	6,250	05/24/2005	05/24/2014	Common Stock
Stock Option-Common Stock	\$ 14.91	05/24/2004	A	6,250	05/24/2006	05/24/2014	Common Stock
Stock Option - Common Stock	\$ 10.55	05/19/2005	A	6,250	05/19/2006	05/19/2015	Common Stock
Stock Option - Common Stock	\$ 11.61	05/19/2005	A	6,250	05/19/2007	05/19/2015	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SILLS LAWRENCE I 37-18 NORTHERN BLVD LONG ISLAND CITY, NY 11101	X		Chairman of Board and CEO	

Signatures

/s/ Lawrence I.
Sills

03/17/2006

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) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purposes.
- (2) Trustee on 2 Family trusts
- (3) Awarded shares to ESOP Plan

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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