

AMPCO PITTSBURGH CORP
Form 4
September 11, 2008

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 *
Louis Berkman Investment CO

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)
300 NORTH 7TH STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/09/2008

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

STEUBENVILLE, OH 43952
(City) (State) (Zip)

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 | 09/09/2008 | | S ⁽¹⁾ | 3,400 | D | \$ 31.94 | 1,567,742 | D |
| | | | | | | (2) (3) | | |
| Common Stock | 09/09/2008 | | S | 4,700 | D | \$ 33.04 | 1,563,042 | D |
| | | | | | | (2) (4) | | |
| Common Stock | 09/09/2008 | | S | 1,000 | D | \$ 34.08 | 1,562,042 | D |
| | | | | | | (2) (5) | | |
| Common Stock | 09/09/2008 | | S | 900 | D | \$ 34.8 | 1,561,142 | D |
| | | | | | | (2) (6) | | |

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Louis Berkman Investment CO 300 NORTH 7TH STREET STEUBENVILLE, OH 43952 | | X | | |

Signatures

/s/ Sean T. Peppard, as attorney-in-fact 09/11/2008

 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).

The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 19, 2008 (the "Plan"). The Plan was adopted to allow the Berkman family to satisfy liquidity and diversification objectives in connection with Mr. Berkman's estate planning.

- (1) Upon the request of the Securities and Exchange Commission staff, the issuer or a security holder of the issuer, reporting person will provide full information regarding the number of shares purchased or sold at each separate price.
- (2) Represents a weighted average price for 3400 shares in a range of prices between \$31.50 and \$32.48 per share.
- (3) Represents a weighted average price for 4700 shares in a range of prices between \$32.53 and \$33.48 per share.
- (4) Represents a weighted average price for 1000 shares in a range of prices between \$33.69 and \$34.65 per share.

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(6) Represents a weighted average price for 900 shares in a range of prices between \$34.70 and \$34.96 per share.

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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