

STANDARD MOTOR PRODUCTS INC
 Form 4
 May 27, 2005

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 *
 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)
 37-18 NORTHERN BLVD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/19/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman of Board and CEO

LONG ISLAND CITY,, NY 11101
 (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 Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock-Owned By Wife ⁽¹⁾ | | | | | 2,812 | D ⁽¹⁾ | |
| Common Stock | | | | | 580,770 | I ⁽³⁾ | See Note ⁽³⁾ |
| Common Stock | | | | | 5,695 | D | |
| Common Stock | 05/26/2005 | | A | 2,000 A | \$ 10.97 647,595 | D | |
| Common Stock | 05/26/2005 | | A | 1,000 A | \$ 10.98 648,595 | D | |

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| | | | | | | | | |
|-----------------|------------|---|-------|---|-------------|---------|--------------|------------------------|
| Common Stock | 05/26/2005 | A | 1,000 | A | \$ 10.99 | 649,595 | D | |
| Common Stock | | | | | | 289,687 | I <u>(2)</u> | See Note <u>(2)</u> |

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 (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Stock Option-Common Stock | \$ 22.59 | 09/18/1997 | | A | 10,000 | 09/18/2000 | 09/18/2005 | Common Stock |
| Stock Option-Common Stock | \$ 23.59 | 09/18/1997 | | A | 10,000 | 09/18/2001 | 09/18/2006 | Common Stock |
| Stock Option-Common Stock | \$ 22.84 | 05/27/1999 | | J ⁽⁴⁾ | 8,334 | 05/27/2000 | 05/27/2005 | 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 | \$ 11.29 | 05/18/2000 | | A | 8,333 | 08/18/2003 | 05/18/2008 | Common Stock |

Stock

Stock

| | | | | | | | |
|------------------------|----------|------------|---|-------|------------|------------|----------------|
| Option-Common Stock | \$ 13.74 | 02/14/2003 | A | 6,667 | 02/14/2004 | 02/14/2009 | Commo Stock |
|------------------------|----------|------------|---|-------|------------|------------|----------------|

Stock

| | | | | | | | |
|------------------------|----------|------------|---|-------|------------|------------|----------------|
| Option-Common Stock | \$ 14.74 | 02/14/2003 | A | 6,667 | 02/14/2005 | 02/14/2010 | Commo Stock |
|------------------------|----------|------------|---|-------|------------|------------|----------------|

Stock

| | | | | | | | |
|------------------------|----------|------------|---|-------|------------|------------|----------------|
| Option-Common Stock | \$ 15.74 | 02/14/2003 | A | 6,666 | 02/14/2005 | 02/14/2010 | Commo Stock |
|------------------------|----------|------------|---|-------|------------|------------|----------------|

Stock

| | | | | | | | |
|------------------------|----------|------------|---|-------|------------|------------|----------------|
| Option-Common Stock | \$ 13.55 | 05/24/2004 | A | 6,250 | 05/24/2005 | 05/24/2014 | Commo Stock |
|------------------------|----------|------------|---|-------|------------|------------|----------------|

Stock

| | | | | | | | |
|------------------------|----------|------------|---|-------|------------|------------|----------------|
| Option-Common Stock | \$ 14.91 | 05/24/2004 | A | 6,250 | 05/24/2006 | 05/24/2014 | Commo Stock |
|------------------------|----------|------------|---|-------|------------|------------|----------------|

Stock Option -
Common Stock

| | | | | | | |
|----------|------------|---|-------|------------|------------|----------------|
| \$ 10.55 | 05/19/2005 | A | 6,250 | 05/19/2006 | 05/19/2015 | Commo Stock |
|----------|------------|---|-------|------------|------------|----------------|

Stock Option -
Common Stock

| | | | | | | |
|----------|------------|---|-------|------------|------------|----------------|
| \$ 11.61 | 05/19/2005 | A | 6,250 | 05/19/2007 | 05/19/2015 | Commo 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
05/26/2005

**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) Executor of N. Sills Estate
 - (4) Stock option expired without any financial gain.

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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