

BERMAN STEVEN L
Form 4
November 01, 2011

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
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)
10/27/2011

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 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)
			Code	V	Amount (A) or (D) Price		
Common Stock	10/27/2011		S		15,400 (1) \$ 38.82	D	
Common Stock	10/28/2011		S		3,700 (1) \$ 38.28	D	
Common Stock	10/31/2011		S		3,000 (1) \$ 38.4	D	
Common Stock	10/27/2011		S		15,400 (2) \$ 38.84	I	By Grantor Retained Annuity Trust
	10/28/2011		S		\$ 38.3	I	

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Common Stock				3,700 <u>(2)</u>					By Grantor Retained Annuity Trust
Common Stock	10/31/2011		S	3,000 <u>(2)</u>	D	\$ 38.39	1,204,457	I	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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(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 (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 C/O DORMAN PRODUCTS, INC.	X	X	Chief Executive Officer	

3400 WALNUT STREET
COLMAR, PA 18915

Signatures

/s/ Steven L.

11/01/2011

Berman

 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.
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.
- (2)

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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