

BERETTA JOSEPH M
Form 4/A
June 27, 2012

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 *
BERETTA JOSEPH M

(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)
05/22/2012

4. If Amendment, Date Original Filed(Month/Day/Year)
05/25/2012

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Co-President

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 or Price		
Common Stock	05/22/2012 ⁽¹⁾		M		2,000 ⁽²⁾ A \$ 8.01	19,286	D
Common Stock ⁽³⁾	05/22/2012		F		627 ⁽⁴⁾ D \$ 48.64	18,659	D
Common Stock ⁽³⁾	05/24/2012		F		3,312 ⁽⁴⁾ D \$ 47.15	35,347	D

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

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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. Amount or Number of Shares
Common Stock	\$ 8.01	05/22/2012 ⁽¹⁾		M	2,000 <u>(2)</u>	⁽⁵⁾ 02/02/2014	Common Stock	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BERETTA JOSEPH M C/O DORMAN PRODUCTS, INC. 3400 WALNUT STREET COLMAR, PA 18915			Co-President	

Signatures

/s/ Joseph M. Beretta 06/27/2012

**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 Form 4, as originally filed, incorrectly reported the Transaction Date as 5/23/2012. The Form 4, as amended by this Form 4/A, correctly reports the Transaction Date as 5/22/2012.
- (2) This option and the option exercised on May 24, 2012 (reported on the Form 4, as originally filed) were exercised pursuant to a Rule 10b5-1 Trading Plan adopted by Mr. Beretta on May 4, 2012.
- (3) This transaction was erroneously omitted from the reporting person's Form 4 as originally filed.
These shares were withheld by the issuer upon the exercise of an employee stock option to satisfy Mr. Beretta's tax withholding obligations. Such withholding is treated as a disposition of securities under Section 16 of the Securities Exchange Act of 1934, as amended.
- (5) The option, representing the right to purchase a total of 100,000 shares, became exercisable in five equal annual installments beginning on February 2, 2005.

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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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