

SECURITIES AND EXCHANGE COMMISSION

FORM 10-Q

Quarterly report pursuant to sections 13 or 15(d)

Filing Date: **1994-05-13** | Period of Report: **1994-03-30**
SEC Accession No. **0000093389-94-000002**

([HTML Version](#) on secdatabase.com)

FILER

STANDARD MOTOR PRODUCTS INC

CIK: **93389** | IRS No.: **111362020** | State of Incorporation: **NY** | Fiscal Year End: **1231**
Type: **10-Q** | Act: **34** | File No.: **001-04743** | Film No.: **94528025**
SIC: **3690** Miscellaneous electrical machinery, equipment & supplies

Mailing Address

3718 NORTHERN BLVD
LONG ISLAND CITY NY 11101

Business Address

37 18 NORTHERN BLVD
LONG ISLAND CITY NY 11101
7183920200

FORM 10-Q

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

QUARTERLY REPORT UNDER SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

For the Quarterly Period Ended March 31, 1994

TRANSITION REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission file number 1-4743

Standard Motor Products, Inc.

(Exact name of registrant as specified in its charter)

New York

11-1362020

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification No.)

37-18 Northern Blvd., Long Island City, N.Y.

11101

(Address of principal executive offices)

(Zip Code)

(718) 392-0200

(Registrant's telephone number, including area code)

None

(Former name, former address and former fiscal year,
if changed since last report.)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes X No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:

Date -----	Class -----	Shares Outstanding -----
March 31, 1994	Common Stock	13,218,226
-----	-----	-----

STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES
INDEX TO FINANCIAL AND OTHER INFORMATION
MARCH 31, 1994

PART I - FINANCIAL INFORMATION

Item 1 -----	Page No. -----
CONSOLIDATED BALANCE SHEETS March 31, 1994 and December 31, 1993	2 & 3
CONDENSED CONSOLIDATED STATEMENTS OF EARNINGS AND RETAINED EARNINGS for the Three-Month periods ended March 31, 1994 and 1993	4
CONSOLIDATED STATEMENTS OF CASH FLOWS for the Three-Month periods ended March 31, 1994 and 1993	5 & 6
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS	7 - 11
Item 2	
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.	12

PART II - OTHER INFORMATION

Item 5 -----	
Other Information	13
Item 6 -----	
Exhibits and Reports on Form 8K	13
Signature	13

[CAPTION]

<TABLE>

STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(Dollars in thousands)

ASSETS

<CAPTION>

	March 31, 1994 ----- (Unaudited)	December 31, 1993 -----
<S>	<C>	<C>
Current assets:		
Cash and cash equivalents	\$ 8,028	\$ 12,346
Marketable securities	6,236	11
Accounts and notes receivable, net of allowance for doubtful accounts and discounts of \$6,758 (1993 - \$5,536)	119,613	97,754
Inventories (Note 3)	164,024	164,150
Prepaid taxes based on earnings	186	974
Deferred income taxes (Note 9)	17,460	17,460
Prepaid expenses and other current assets	9,737	11,100
	-----	-----
Total current assets	325,284	303,795
Property, plant and equipment, net of accumulated depreciation (Note 4)	102,228	103,004
Other assets:		
Receivables due after one year	436	2,645
Sundry (Note 11)	14,183	13,893
	-----	-----
Total assets	\$ 442,131	\$ 423,337
	-----	-----

</TABLE>

The accompanying notes are an integral part of these financial statements.

-2-

[CAPTION]

<TABLE>

STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(Dollars in thousands)

LIABILITIES AND STOCKHOLDERS' EQUITY

<CAPTION>

	March 31, 1994 ----- (Unaudited)	December 31, 1993 -----
<S>	<C>	<C>
Current liabilities:		
Notes payable - banks	\$ 36,500	\$ 5,100
Current portion of long-term debt (Note 7)	4,940	4,935
Accounts payable	36,780	41,373
Sundry payables and accrued expenses	37,148	32,033
Taxes based on earnings		4,617
Taxes (other than those based on earnings)	750	1,332
Payroll and commissions	4,624	10,173
	-----	-----
Total current liabilities	120,742	99,563
Long-term debt (Note 7)	126,655	130,514
Deferred income taxes (Note 9)	3,625	3,625
Postretirement benefits other than pensions (Note 9)	11,789	11,452
	-----	-----
Total liabilities	262,811	245,154

Commitments and contingencies (Note 7)

Stockholders' equity (Notes 6, 7 and 8):

Common stock-par value \$2.00 per share		
Authorized - 30,000,000 shares		
Issued - 13,324,476 shares in 1994		
and 13,309,976 shares in 1993		
(including 106,250 and 5,000 shares held as	26,649	26,620
treasury shares in 1994 and 1993, respectively)		
Capital in excess of par value	2,220	2,120
Loan to E.S.O.P.	(6,705)	(8,385)
Minimum pension liability adjustment	(581)	(581)
Retained earnings	160,135	158,456
Foreign currency translation adjustment	19	69
	-----	-----
	181,737	178,299
Less: treasury stock-at cost	2,417	116
	-----	-----
Total stockholders' equity	179,320	178,183
	-----	-----
Total liabilities and stock	\$ 442,131	\$ 423,337
	-----	-----
	-----	-----

</TABLE>

The accompanying notes are an integral part of these financial statements.

-3-

[CAPTION]

<TABLE>

STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF EARNINGS AND RETAINED EARNINGS
(Dollars in thousands, except for shares & per share data)
(Unaudited)

<CAPTION>

	For the Three Months Ended March 31,	
	1994	1993
	----	----
<S>	<C>	<C>
Net Sales	\$ 147,126	\$ 127,755
Cost of sales	96,900	82,071
	-----	-----
Gross profit on sales	50,226	45,684
Selling, general and administrative expenses	43,651	38,807
	-----	-----
	6,575	6,877
Other income (expense) - net	228	226
	-----	-----
	6,803	7,103
Interest expense	2,888	3,195
	-----	-----
Earnings before taxes and cumulative		

effect of changes in accounting principles	3,915	3,908
Taxes based on earnings (Note 5)	1,170	1,055
	-----	-----
Earnings before cumulative effect of changes in accounting principles		2,745
		2,853
Cumulative effect of changes in accounting for postretirement benefits and income taxes, net (Note 9)		(1,090)
	-----	-----
Net earnings	\$ 2,745	\$ 1,763
Retained earnings at beginning of period	158,456	145,159
	-----	-----
	161,201	146,922
Less: dividends for period	1,066	1,049
	-----	-----
Retained earnings at end of period	\$ 160,135	\$ 145,873
	-----	-----
	-----	-----
Per share data:		

Earnings before cumulative effect of changes in accounting principles	\$.21	\$.22
Cumulative effect of changes in accounting principles		(.09)
	----	----
Net earnings per share	\$.21	\$.13
	----	----
	----	----
Dividends per common share	\$.08	\$.08
	----	----
Average number of common and common equivalent shares (Note 8)	13,285,999	13,216,165
	-----	-----

</TABLE>

The accompanying notes are an integral part of these financial statements.

-4-

[CAPTION]

<TABLE>

STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)
(Unaudited)

<CAPTION>

For The Three Months Ended
March 31,

	1994	1993
	----	----
<S>	<C>	<C>
Cash flows from operating activities:		
Net Income	\$2,745	\$1,763
	-----	-----
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Cumulative effect of changes in accounting for postretirement benefits and income taxes, net		1,090
Depreciation and amortization	2,815	2,680
Loss on sale of property, plant & equipment	25	
(Gain) on sale of marketable securities	(121)	(9)
Change in assets and liabilities:		
(Increase) in accounts receivable, net	(22,062)	(11,615)
(Increase) decrease in inventories	(210)	3,699
Decrease in prepaid taxes based on earnings	788	1,233
(Increase) decrease in other assets	1,824	(604)
Increase (decrease) in accounts payable	(4,584)	6,882
(Decrease) in taxes based on earnings	(4,617)	(589)
(Decrease) in other current assets and liabilities	(4,237)	(3,422)
Increase in sundry payables and accrued expenses	5,524	2,226
	-----	-----
Total adjustments	(24,855)	1,571
	-----	-----
Net cash provided by (used in) operating activities	(22,110)	3,334
Cash flows from investing activities:		
Proceeds from sales of marketable securities	402	2,539
Purchases of marketable securities	(6,506)	(7,244)
Capital expenditures	(2,068)	(2,211)
	-----	-----
Net cash (used in) investing activities	(8,172)	(6,916)
Cash flows from financing activities:		
Net borrowings under line-of-credit agreements	31,400	5,000
Principal payments of long-term debt	(3,854)	(13,691)
Reduction of loan to E.S.O.P.	1,680	1,680
Proceeds from exercise of employee stock options	303	
Purchase of treasury stock	(2,475)	
Dividends paid	(1,066)	(1,049)
	-----	-----
Net cash provided by (used in) financing activities	25,988	(8,060)
	-----	-----

</TABLE>

-5-

[CAPTION]

<TABLE>

STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)
(Unaudited)

<CAPTION>

For The Three Months Ended
March 31,

	1994	1993
	----	----
<S>	<C>	<C>
Effect of exchange rate changes on cash	(24)	
	-----	-----
Net (decrease) in cash	(4,318)	(11,642)
Cash and cash equivalents at beginning of the period	12,346	17,025
	-----	-----
Cash and cash equivalents at end of the period	\$8,028	\$ 5,383
	-----	-----
	-----	-----
Supplemental disclosure of cash flow information:		
Cash paid during the period for:		
Interest	\$ 895	\$ 1,348
Income taxes	4,999	411

</TABLE>

The accompanying notes are an integral part of these financial statements.

-6-

STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 1

The accompanying financial information should be read in conjunction with the financial statements, including the notes thereto, for the year ended December 31, 1993.

Note 2

Management acknowledges its responsibility for the preparation of the accompanying interim financial statements which reflect all adjustments considered necessary, in the opinion of management, for a fair statement of the results of interim periods presented. The results of operations for the interim periods are not necessarily indicative of the results of operations for the entire year.

Note 3

	Inventories	

	(In thousands)	
	March 31,	December 31,
	1994	1993
	-----	-----
Finished goods	\$103,898	\$103,886
Work in process	18,386	18,249
Raw materials	41,740	42,015
	-----	-----
Total inventories	\$164,024	\$164,150
	-----	-----

Note 4

	Property, Plant and Equipment	

	(In thousands)	
	March 31,	December 31,
	1994	1993
	-----	-----
Land and buildings	\$ 67,470	\$ 67,470
Machinery and equipment	55,932	55,341
Tools, dies and auxiliary equipment	6,526	6,526
Furniture and fixtures	13,753	13,756
Leasehold improvements	4,620	4,622
Construction in progress	9,541	8,147
	-----	-----
	157,842	155,862
Less accumulated depreciation and amortization	55,614	52,858
	-----	-----
Total property, plant and equipment, net	\$102,228	\$103,004
	-----	-----

Note 5

The provision for taxes is less than the normal statutory rate primarily because earnings of a subsidiary operating in Puerto Rico, amounting to approximately \$2,134,000 in 1994 and approximately \$1,503,000 in 1993, are exempt from United States income taxes and are partially exempt from Puerto Rican income taxes. Income earned by foreign subsidiaries not eliminated in consolidation amounted to approximately \$22,000 and \$368,000 for the three

months ended March 31, 1994 and 1993.

-7-

STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 6

At March 31, 1994 there were 60,250 shares of common stock reserved for the exercise of stock options.

Note 7

Long Term Debt

(In thousands)

	March 31, 1994	December 31, 1993
	-----	-----
Long term debt consists of:		
7.85% senior notes payable	\$ 65,000	\$ 65,000
11.25% - 11.50% senior notes payable	4,000	6,000
9.47% senior notes payable	30,000	30,000
6.01% senior notes payable	15,000	15,000
Credit Agreement	6,714	8,394
7.35% - 12.875% purchase obligations	9,695	9,862
Floating rate purchase obligation	1,100	1,100
9.50% mortgage payable	86	93
	-----	-----
	131,595	135,449
Less current portion	4,940	4,935
	-----	-----
	\$126,655	\$130,514
	-----	-----
	-----	-----

Under the terms of the \$65,000,000 senior note agreement, the Company is required to repay the loan in seven equal annual installments beginning in 1996.

Under the terms of the \$4,000,000 senior note agreement, the Company is required to repay the remaining loan in equal annual installments in 1995 and 1996.

Under the terms of the \$30,000,000 senior note agreement, the Company is required to repay the loan in seven varying annual installments beginning in 1998. Subject to certain restrictions, the Company may make prepayments without premium beginning in 1998.

Under the terms of the \$15,000,000 senior note agreement, the Company is required to repay the loan in full in 1995. The Company also entered into an

interest rate swap agreement. The swap agreement modifies the interest rate on the \$15,000,000 senior note agreement, adjusted favorably or unfavorably for the spread between 5.66% and the 6-month reserve unadjusted London Interbank Offering Rate ("LIBOR").

-8-

STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 7 (Continued)

The Credit Agreement matures in equal annual installments through 1998 and bears interest at the lower of 91% of prime rate, or 91% of the "LIBOR" plus 1.092%. The Company also entered into an interest rate swap agreement to reduce the impact of changes in interest rates on its Credit Agreement. The swap agreement modifies the interest rate on \$7,425,000 of the Credit Agreement, adjusted favorably or unfavorably for the spread between 77.52% of the 3-month reserve unadjusted "LIBOR" and 7.69%. The proceeds of such note were loaned to the Company's Employee Stock Ownership Plan (ESOP) to purchase 1,000,000 shares of the Company's common stock to be distributed in accordance with the terms of the ESOP established in 1989.

The purchase obligations, due under agreements with municipalities, mature in annual installments through 2003, and are secured by certain property, plant and equipment.

The floating rate purchase obligation matures in annual installments through 1999, bears interest at sixty-five percent of prime, and is secured by certain property, plant and equipment.

The mortgage payable is due in installments through 1995.

The loan agreements require the maintenance of a specified amount of working capital and limit, among other items, investments, leases, indebtedness and distributions for the payment of dividends and the acquisition of capital stock. Effective March 31, 1994, the Company had unrestricted retained earnings of \$6,439,000.

Note 8

The average number of common and common equivalent shares used in the computation of per share data is summarized as follows:

For The Three Months Ended
March 31,

1994 1993
---- ----

Weighted average
number of shares

13,271,090 13,121,526

Shares issuable upon assumed exercise of stock options (Treasury stock method)	14,909	94,639
	-----	-----
Number of shares to be used	13,285,999	13,216,165
	-----	-----
	-----	-----

The calculations on a primary and a fully diluted basis are not presented since the alternative computation resulted in an insignificant change in the number of shares and it did not result in any change in earnings per share.

-9-

STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 9

Effective January 1, 1993 the Company adopted Statement of Financial Accounting Standards (SFAS) No. 106, "Employers' Accounting for Postretirement Benefits Other Than Pensions", and SFAS No. 109, "Accounting for Income Taxes". Prior years' financial statements have not been restated to apply the provisions of SFAS No. 106 or No. 109.

The Company provides certain medical and dental care benefits to eligible retired employees. Salaried employees become eligible for retiree health care benefits after reaching age 65 if they retire at age 65 or older with at least 15 years of continuous service. EIS Brake Parts unionized employees become eligible after reaching age 65 if they retire at age 65 or older with at least 10 years of continuous service. Other unionized employees are covered under union health care plans.

Generally, the health care plans pay a stated percentage of most health care expenses reduced for any deductible and payments made by government programs and other group coverage. The costs of providing most of these benefits has been shared with retirees since 1991. Retiree annual contributions will increase proportionally if the Company's health care payments increase. The plans are unfunded.

SFAS No. 106 requires that the expected cost of these postretirement benefits be charged to expense during the years that the employees render services. SFAS No. 106 was adopted in 1993 using the immediate recognition transition option; the accumulated postretirement benefit obligation of \$10,225,000, and related deferred tax benefit of \$4,090,000 (net of \$6,135,000), has been included in "cumulative effect of changes in accounting for postretirement benefits and income taxes, net" in the condensed consolidated statement of earnings. On an ongoing basis, after the cumulative catch-up adjustment, the change due to this new accounting standard resulted in an incremental annual pre-tax expense of approximately \$1,227,000 in 1993 and will result in an

incremental annual pre-tax expense of approximately \$1,350,000 in 1994. This new accounting method has no effect on the Company's cash outlays for retiree benefits.

For measuring the expected postretirement benefit obligation, a 14 percent annual rate of increase in the per capita claims cost was assumed for 1993. This rate was assumed to decrease 1 percent per year to 7% in 2000, then 0.5 percent per year to 6 percent in 2002 and remain at that level thereafter. The weighted-average discount rate used in determining the accumulated postretirement benefit obligation was 8 percent at January 1, 1993.

Under SFAS No. 109, deferred tax balances are stated at tax rates expected to be in effect when taxes are actually paid or recovered. The cumulative catch-up adjustment resulted in a deferred tax benefit of \$5,045,000, which has been included in the condensed consolidated statements of earnings as "cumulative effect of changes in accounting for postretirement benefits and income taxes, net".

The following is a summary of the components of the net deferred tax asset and liability accounts recognized in the accompanying consolidated balance sheets.

-10-

STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

(In thousands)

March 31,
1994

Differences between tax and book amounts:

Deferred tax assets:

Inventory	\$ 9,291
Allowance for customer returns	5,412
Postretirement benefits	4,581
Allowance for doubtful accounts	1,348
Accrued salaries	1,424
Restructuring charges	1,023
Other - net	408

Total 23,487

Deferred tax liabilities:

Depreciation	8,093
Promotional costs	728
Other	831

Total	9,652

Net deferred tax asset	\$13,835

Effective January 1, 1994 the Company adopted Statement of Financial Accounting Standards (SFAS) No. 112, "Employers' Accounting for Postemployment Benefits". This standard requires that the cost of benefits provided to former or inactive employees be recognized on the accrual basis of accounting. The standard had an immaterial impact on the Company's financial position and results of operations for the three months ended March 31, 1994.

Note 10

In April 1993, the Company acquired, for approximately \$9,000,000, substantially all of the general service line inventory and certain other related assets of APS, Inc., a national distributor of automotive parts, along with a ten-year agreement to supply this product line to APS, Inc. on an exclusive basis. This acquisition has been accounted for as a purchase. The acquisition increased consolidated net sales by approximately \$3,600,000 for the three months ended March 31, 1994 and had a minor impact on consolidated net earnings.

As of January 1994, the Company entered into a Joint Venture Agreement for the remanufacture of calipers and other brake related items. The Company's initial investment was approximately \$250,000. The joint venture had an immaterial effect on consolidated net earnings for the three months ended March 31, 1994.

Note 11

Other assets - sundry consists of unamortized customer supply agreements, long-term investments, pension assets, equity in joint ventures and deferred charges.

STANDARD MOTOR PRODUCTS, INC. AND SUBSIDIARIES
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL
CONDITION AND RESULTS OF OPERATIONS

Liquidity and Capital Resources

As of March 31, 1994, the Company was in a liquid position with stockholders' equity of \$179,320,000 and working capital of \$204,542,000. The Company expects capital expenditures for 1994 to be approximately \$15,000,000 primarily for new machinery and equipment. At March 31, 1994, the Company had unused lines of credit aggregating approximately \$69,000,000 which will be used as a source of funding working capital requirements and capital expenditures. The Company anticipates that its present sources of funds will continue to be adequate to meet its needs.

Interim Results of Operations

Comparison of the three months ended March 31, 1994 to the three months ended

March 31, 1993.

- - - - -

Net sales for the current quarter increased \$19,371,000 or 15.2% from the comparable quarter in 1993. Sales increases greater than 10% were evident in all divisions except for the EIS Brake Parts Division's 3% sales increase. The largest percentage increases were at the Champ Service Line Division due to the acquisition of a new product line in the second quarter of 1993 (see Note 10) and the Temperature Control Systems Division. Excluding the sales resulting from the APS Service Line acquisition, revenues for the quarter increased by 12.3% from the comparable quarter in 1993.

Cost of goods sold as a percentage of net sales for the first quarter of 1994 of 65.9% was higher than the 64.2% during the comparable quarter in 1993. The increase reflects the required price reductions implemented early in the quarter to respond to competitive actions. Although the Company is aggressively implementing cost reduction programs to offset these lower prices, many of these programs will not achieve their full impact on gross margins until later this year. The cost of goods sold percentage was slightly impacted by lower gross margins related to the new product line acquired by the Champ Service Line Division and by foreign currency translation of the weakening Canadian dollar.

Selling, general and administrative (S.G.&A.) expenses increased by \$4,844,000 over the comparable period in 1993. As a percentage of net sales, S.G.&A. expenses were 29.7% in 1994 as compared to 30.4% in 1993. The expense increase was primarily due to a \$2,446,000 increase in new customer acquisition costs associated with gaining significant new business in 1993, costs which did not exist in the comparable period a year ago. These costs will decrease later this year. In addition, higher variable costs due to increased sales and costs to support the service line expansion also attributed to the expense increase.

Interest expense decreased by \$307,000 primarily due to a lower average effective borrowing rate.

Taxes based on earnings increased by \$115,000 primarily due to a higher effective tax rate of 29.9% in 1994 as compared to 27% in 1993. The higher effective tax rate in 1994 was primarily due to an increase in tax rates resulting from the Omnibus Budget Reconciliation Act of 1993.

Cumulative effect of changes in accounting for postretirement benefits and income taxes, net is the result of the Company adopting, as of January 1, 1993, two changes in accounting principles, Statement of Financial Accounting Standards (SFAS) No. 106 - "Employers' Accounting for Postretirement Benefits Other Than Pensions" and SFAS No. 109 - "Accounting for Income Taxes". The aftertax charge for SFAS No. 106 of \$6,135,000 (after an income tax benefit of \$4,090,000), combined with the tax benefit for SFAS No. 109 of \$5,045,000 reduced net earnings by \$1,090,000 in the first quarter of 1993.

-12-

PART II - OTHER INFORMATION

Item 5. Other Information

- - -----
The Company announced on April 20, 1994 that the Board of Directors has authorized the repurchase by the Company of up to 200,000 shares of its common stock to be used to meet present and future requirements of its stock option program. The repurchase of shares will be made from time to time in the open market over the next twelve months.

Item 6. Exhibits and Reports on Form 8-K

There were no reports on Form 8-K filed for this quarter.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

STANDARD MOTOR PRODUCTS, INC.

(Registrant)

May 13, 1994

(Date)

Michael J. Bailey

Vice President Finance,
Chief Financial Officer