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Altra Industrial Motion Corp. Form 4 February 28, 2014

OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading DEEGAN GLENN E. Issuer Symbol Altra Industrial Motion Corp. (Check all applicable) [AIMC] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_Officer (give title Other (specify (Month/Day/Year) below) below) **300 GRANITE STREET, SUITE** 02/26/2014 VP and General Counsel 201 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

BRAINTREE, MA 02184

(City)	(State)	(Zip) Tabl	e I - Non-D) erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	(Instr. 3,	ispose 4 and (A) or	d of (D) 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, par value \$0.001	02/26/2014	02/26/2014	Code V $A_{(1)}^{(1)}$	Amount 1,401	~ /	Price \$ 35.64	. ,	D	
Common Stock, par value \$0.001	02/26/2014	02/26/2014	F <u>(2)</u>	150	D	\$ 35.64	31,362	D	

Person

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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)	4. Transactio Code (Instr. 8)	5. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
			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				
DEEGAN GLENN E. 300 GRANITE STREET SUITE 201 BRAINTREE, MA 02184			VP and General Counsel					
Signatures								
Todd Patriacca, Attorney in Fact	02	2/28/2014						

Attorney-in-Fact Date

**Signature of Reporting Person

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).

Performance shares earned after Compensation Committee determined that certain performance goals for the applicable measurement period (calendar year 2013) had been met. The shares are issued as restricted common stock par value \$0.001 ("Restricted Common (1) Stock") awarded to the Reporting Person under the Company's 2004 Equity Incentive Plan, as amended, and are subject to forfeiture

- restrictions. The Restricted Common stock will be released from the forfeiture restrictions in equal installments on February 26, 2014, 2015 and 2016, respectively. Dividends accrued on earned performance shares were paid as additional shares of Restricted Common Stock in accordance with the terms of the award agreement and vested immediately on February 26, 2014.
- (2) Shares forfeited in lieu of taxes upon vesting of restricted stock

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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