

HADEED CHARLES P  
Form 4  
December 21, 2012

**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 \*  
**HADEED CHARLES P**

(Last) (First) (Middle)

**C/O TRANSCAT, INC., 35  
VANTAGE POINT DRIVE**

(Street)

**ROCHESTER, NY 14624**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**TRANSCAT INC [TRNS]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**12/19/2012**

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock, \$50 par value	12/19/2012		J <sup>(1)</sup>		16,137 <sup>(1)</sup>	D	\$ 6.82
							112,552 <sup>(1)</sup>

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)**

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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. P	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Stock Option (Right to Buy)	\$ 2.89 <sup>(2)</sup>					10/18/2007	10/18/2014	Common Stock, \$.50 par value	20,000 <sup>(2)</sup>
Stock Option (Right to Buy)	\$ 4.26 <sup>(2)</sup>					08/16/2008	08/16/2015	Common Stock, \$.50 par value	6,103 <sup>(2)</sup>
Stock Option (Right to Buy)	\$ 5.68 <sup>(2)</sup>					08/08/2009	08/08/2016	Common Stock, \$.50 par value	7,042 <sup>(2)</sup>
Stock Option (Right to Buy)	\$ 5.24 <sup>(2)</sup>					04/10/2010	04/10/2017	Common Stock, \$.50 par value	100,000 <sup>(2)</sup>
Stock Option (Right to Buy)	\$ 7.72 <sup>(2)</sup>					07/30/2011	07/30/2017	Common Stock, \$.50 par value	48,128 <sup>(2)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HADEED CHARLES P C/O TRANSCAT, INC. 35 VANTAGE POINT DRIVE ROCHESTER, NY 14624	X		Chief Executive Officer	

## Signatures

/s/ Charles P.  
Hadeed

12/21/2012

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).

These shares were repurchased by the Issuer under the terms of the Transcat, Inc. Executive Officer and Director Share Repurchase Plan.

(1) The price per share is the weighted average closing price per share of the Issuer's common stock on the NASDAQ Global Market over the twenty (20) trading days following the Issuer's acceptance of the repurchase request and is not more than 15% higher than the closing price on the last day of the twenty (20) trading day period. Mr. Hadeed entered into this transaction for tax planning purposes.

(2) This option was previously reported by Mr. Hadeed.

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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