

ALLIED MOTION TECHNOLOGIES INC  
 Form 4  
 February 19, 2014

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
 OMB Number: 3235-0287  
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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 \*  
**WARZALA RICHARD S**

2. Issuer Name and Ticker or Trading Symbol  
**ALLIED MOTION TECHNOLOGIES INC [AMOT]**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chief Executive Officer

(Last) (First) (Middle)  
**ALLIED MOTION TECHNOLOGIES INC., 455 COMMERCE DRIVE, SUITE 4**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**02/15/2014**

**AMHERST, NY 14228**  
 (City) (State) (Zip)

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

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                    | 02/15/2014                           |                                                    | D                              |                                                                   | 23,783 (1)                                                                                    | D                                                        | \$ 0 987,690 D                    |
| Common Stock                    | 02/15/2014                           |                                                    | A                              |                                                                   | 12,975 (2)                                                                                    | A                                                        | \$ 0 1,000,665 D                  |
| Common Stock                    | 02/15/2014                           |                                                    | A                              |                                                                   | 25,951 (3)                                                                                    | A                                                        | \$ 0 1,026,616 D                  |
| Common Stock                    | 02/15/2014                           |                                                    | A                              |                                                                   | 7,975 (4)                                                                                     | A                                                        | \$ 0 1,034,591 D                  |
|                                 | 02/15/2014                           |                                                    | A                              |                                                                   |                                                                                               | A                                                        | \$ 0 1,071,431 D                  |



## 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 shares represent the short term portion of a performance-based restricted stock award that were forfeited upon the Compensation Committee's review of the applicable performance measures.
- (2) Grant of restricted shares pursuant to the Company's 2007 Stock Incentive Plan. These restricted shares vest one-third each on March 31, 2015, 2016 and 2017.  
Grant of performance shares pursuant to the Company's 2007 Stock Incentive Plan. All or a portion of these performance shares will vest over a three-year period upon the satisfaction of certain performance goals established by the Compensation Committee for the year ending December 31, 2014.
- (3) Grant of restricted shares pursuant to the Company's 2007 Stock Incentive Plan in connection with the satisfaction of certain performance goals established by the Compensation Committee. These restricted shares vest one-fifth on the date of grant and one-fifth each on March 31, 2015, 2016, 2017 and 2018.  
Grant of performance shares pursuant to the Company's 2007 Stock Incentive Plan. All or a portion of these performance shares will vest over a five-year period upon the satisfaction of certain performance goals established by the Compensation Committee for any year during the five-year period ending December 31, 2017.
- (4) The Reporting Person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- (5) The Reporting Person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- (6) The Reporting Person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.