

ALLIED MOTION TECHNOLOGIES INC

Form 4

February 19, 2014

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WARZALA RICHARD S

(Last) (First) (Middle)

**ALLIED MOTION
TECHNOLOGIES INC., 455
COMMERCE DRIVE, SUITE 4**

(Street)

AMHERST, NY 14228

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

**ALLIED MOTION
TECHNOLOGIES INC [AMOT]**

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

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

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Common Stock	36,840			
	(5)			
Common Stock	80,901	I		By Children (6)
Common Stock	13,051	I		By ESOP Trust

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)

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Director	10% Owner	Officer	Other
WARZALA RICHARD S ALLIED MOTION TECHNOLOGIES INC. 455 COMMERCE DRIVE, SUITE 4 AMHERST, NY 14228	X	X	Chief Executive Officer	

Signatures

Susan M. Chiarmonte, Attorney-in-Fact for Richard S. Warzala

02/19/2014

**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 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.
- (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.

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