

SMITH SYLVIA
Form 4
May 24, 2013

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 *
SMITH SYLVIA

(Last) (First) (Middle)

47827 HALYARD DRIVE

(Street)

PLYMOUTH, MI 48170

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
PERCEPTRON INC/MI [PRCP]

3. Date of Earliest Transaction
(Month/Day/Year)
05/22/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
VP and CAO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
			Code	V	Amount (A) or (D)	Price	
Common Stock	05/22/2013		M		1,020	A \$ 6.5	16,962 D
Common Stock	05/22/2013		S		1,020	D \$ 7.25	15,942 D
Common Stock	05/23/2013		M		1,200	A \$ 6.5	17,142 D
Common Stock	05/23/2013		S		1,200	D \$ 7.25	15,942 D
Common Stock	05/24/2013		M		1,553	A \$ 6.5	17,495 D

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Common Stock 05/24/2013 S 1,553 D \$ 7.5 15,942 D

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

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(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. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 6.5	05/22/2013		M	1,020	<u>(1)</u> 09/01/2013	Common Stock	1,020
Employee Stock Option (right to buy)	\$ 6.5	05/23/2013		M	1,200	<u>(1)</u> 09/01/2013	Common Stock	1,200
Employee Stock Option (right to buy)	\$ 6.5	05/24/2013		M	1,553	<u>(1)</u> 09/01/2013	Common Stock	1,553

Reporting Owners

Reporting Owner Name / Address	Relationships
SMITH SYLVIA 47827 HALYARD DRIVE PLYMOUTH, MI 48170	Director 10% Owner Officer Other
	VP and CAO

Signatures

David W Geiss on behalf of Sylvia M
Smith

05/24/2013

__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) On 09/02/2003, the reporting person was granted an option to purchase 15,000 shares of Common Stock (ISO shares) under the 1992 Stock Option Plan, an exempt Plan. The options vested at 25% annually on the anniversary of the grant date.

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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