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GSI GROU Form 4	P INC								
March 05, 2	2014								
FORM				ND EV	CHANCE	COMMERIO		PPROVAL	
	UNITED	STATES SE	Washington,			COMMISSIO	N OMB Number:	3235-0287	
Check t if no lor subject Section Form 4	to STATEN 16.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					Estimated burden hou	Lanuary 31Expires:2005Estimated averageburden hours perresponse0.5	
Form 5 obligati may con <i>See</i> Inst 1(b).	ons ntinue. Section 17(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 <u>*</u> Roush John A			2. Issuer Name and Ticker or Trading Symbol GSI GROUP INC [GSIG]			5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (Date of Earliest Tr	-		(Ch	eck all applicabl	e)	
C/O GSI GROUP INC., 125 MIDDLESEX TURNPIKE			(Month/Day/Year) 03/03/2014			Director 10% Owner X Officer (give title Other (specify below) below) Chief Executive Officer			
	(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)			ıl	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
BEDFORI	D, MA 01730-140	9					y One Reporting P More than One R		
(City)	(State)	(Zip)	Table I - Non-D) erivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date any (Month/Day/Y	e, if Transaction Code	Disposed (Instr. 3, 4	(A) or of (D)	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)	
Reminder: Re	port on a separate line	e for each class o	of securities benef	icially ow	ned directly of	or indirectly.			
						spond to the colle ained in this forr		SEC 1474 (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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8.1
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	De
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Sec

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8) Acquired or Dispo (D) (Instr. 3, and 5)	sed of					(
				Code	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (1)	<u>(1)</u>	03/03/2014		А	92,108		(1)(2)	(1)(2)	Common Stock	92,108	

Reporting Owners

Reporting Owner Name / Address			Relationships	
	Director	10% Owner	Officer	Other
Roush John A C/O GSI GROUP INC. 125 MIDDLESEX TURNPIKE BEDFORD, MA 01730-1409			Chief Executive Officer	
Signatures				

Signatures

/s/ Joanna Tow, Attorney-In-Fact	03/05/2014
**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) Each Restricted Stock Unit represents the right to receive one GSI Group Inc. common share upon vesting of such Restricted Stock Unit.
- (2) The Restricted Stock Units vest in three equal annual installments on March 3, 2015, March 3, 2016 and March 3, 2017.

Remarks:

Power of Attorney on file

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.

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