GSI GROUP INC

Form 4 March 11, 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

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

1(b).

Form 5

obligations

may continue.

See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person **
Roush John A

(Last) (First) (Middle)

C/O GSI GROUP INC., 125 MIDDLESEX TURNPIKE

X TURNPIKE

(Street)

2. Issuer Name **and** Ticker or Trading Symbol

GSI GROUP INC [GSIG]

3. Date of Earliest Transaction (Month/Day/Year) 03/10/2014

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

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

____ Director ____ 10% Owner
_X__ Officer (give title ____ Other (specify below)
Chief Executive Officer

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person ____ Form filed by More than One Reporting

Person

BEDFORD, MA 01730-1409

(City)	(State)	(Zip) Tab	le I - Non-I	Derivative :	Secur	ities Acqu	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed 3. 4. Securities Acquired Execution Date, if Transaction(A) or Disposed of (D) any Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)			of (D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V		(A) or	ъ.	Transaction(s) (Instr. 3 and 4)	(III3ti. +)	
Common Stock	03/10/2014		Code V M	Amount 30,435	(D)	Price \$ 12.55	311,460	D	
Common Stock	03/10/2014		F	9,907	D	\$ 12.55	301,553	D	
Common Stock	03/10/2014		M	37,218	A	\$ 12.55	338,771	D	
Common Stock	03/10/2014		F	13,598	D	\$ 12.55	325,173	D	
Common Stock	03/10/2014		M	44,445	A	\$ 12.55	369,618	D	

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Common 20,956 D \$ 348,662 03/10/2014 F D Stock

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

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(9-02)

(In

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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units (1)	(1)	03/10/2014		M	30,435	(1)(2)	(1)(2)	Common Stock	30,435
Restricted Stock Units (1)	<u>(1)</u>	03/10/2014		M	37,218	(1)(3)	(1)(3)	Common Stock	37,218
Restricted Stock Units (1)	<u>(1)</u>	03/10/2014		M	44,445	(1)(4)	(1)(4)	Common Stock	44,445

Reporting Owners

Relationships Reporting Owner Name / Address

Director 10% Owner Officer Other

Roush John A C/O GSI GROUP INC. 125 MIDDLESEX TURNPIKE

Chief Executive Officer

BEDFORD, MA 01730-1409

Signatures

/s/ Joanna Tow, 03/11/2014 Attorney-In-Fact

**Signature of Reporting Person Date

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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 Restrict Stock Unit.
- (2) The Restricted Stock Units vest in three equal annual installments on March 8, 2013, March 8, 2014 and March 8, 2015.
- (3) The Restricted Stock Units vest in three equal annual installments on March 8, 2014, March 8, 2015 and March 8, 2016.
- (4) The Restricted Stock Units vest in three equal annual installments on March 9, 2012, March 9, 2013 and March 9, 2014.

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.