GSI GROUP INC

Form 4 February 29, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

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

See Instruction 30(n) of the Investri

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person **
Glastra Matthijs

(Street)

(State)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last)

(First) (Middle)

(Zip)

GSI GROUP INC [GSIG]
3. Date of Earliest Transaction

____ Director ____ 10% Owner ___ X_ Officer (give title ____ Other (specify

Chief Operating Officer

C/O GSI GROUP CORPORATION, 125 MIDDLESEX TURNPIKE

4. If Amendment, Date Original

(Month/Day/Year)

02/26/2016

Filed(Month/Day/Year)

Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

below)

BEDFORD, MA 01730

(City)

		Tubic 1 Tion Derivative Securities required, Disposed on, or Benefician, Switch									
1.Title of Security	2. Transaction Date (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D)			5. Amount of 6. Securities Ownership		7. Nature of Indirect				
(Instr. 3)	(112111112211)	Execution Date, if any	Code	(Instr. 3, 4 and 5)			Beneficially	Form: Direct	Beneficial		
		(Month/Day/Year)	(Instr. 8)				Owned	(D) or	Ownership		
							Following	Indirect (I)	(Instr. 4)		
					(4)		Reported	(Instr. 4)			
					(A)		Transaction(s)				
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Common Stock	02/26/2016		M	10,357	A	\$ 12.59	57,215	D			
Common Stock	02/26/2016		F	4,075	D	\$ 12.59	53,140	D			

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

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

SEC 1474

(9-02)

Edgar Filing: GSI GROUP INC - Form 4

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. Transacti Code (Instr. 8)	5. Number of orDerivative 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 II S (
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (1)	<u>(1)</u>	02/26/2016		M		10,357	(1)(2)	(1)(2)	Common Stock	10,357	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Glastra Matthijs C/O GSI GROUP CORPORATION 125 MIDDLESEX TURNPIKE BEDFORD, MA 01730

Chief Operating Officer

De Sec (In

Signatures

/s/ Joanna Tow, Attorney-In-Fact

**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 February 26, 2016, February 26, 2017 and February 26, 2018.

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.

Reporting Owners 2