GSI GROUP INC Form 4

March 04, 2016 **FORM 4**

OMB APPROVAL

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

OMB Number: 3235-0287

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005
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Form 4 or Form 5 obligations may continue. See Instruction

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

SECURITIES

response... 0.5

1(b).

Common

Common

Stock

Stock

03/03/2016

03/03/2016

(Print or Type Responses)

1. Name and A	Address of Reporting ETER L	Person * 2. Issu Symbol	ner Name and Ticker or Trading	5. Relationship of Issuer	5. Relationship of Reporting Person(s) to Issuer			
~	(TL.)		ROUP INC [GSIG]	(Chec	(Check all applicable)			
(Last)	(First) (N	Middle) 3. Date	of Earliest Transaction					
		(Month/	/Day/Year)	Director		Owner		
C/O GSI GI	ROUP INC., 125	03/03/	2016	_X_ Officer (give		er (specify		
MIDDLESI	EX TURNPIKE				below) below) Vice President-Corp Controller			
	(Street)	4. If Am	nendment, Date Original	6. Individual or Jo	6. Individual or Joint/Group Filing(Check			
		Filed(Me	onth/Day/Year)	Applicable Line) _X_ Form filed by C				
BEDFORD	, MA 01730			Form filed by M Person	Form filed by More than One Reporting Person			
(City)	(State)	(Zip) Tal	ble I - Non-Derivative Securities	Acquired, Disposed of	, or Beneficial	ly Owned		
1.Title of	2. Transaction Date	2A. Deemed	3. 4. Securities Acquire	ed 5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Year)	Execution Date, if	f Transaction(A) or Disposed of (D) Securities	Form: Direct	Indirect		
(Instr. 3)		any	Code (Instr. 3, 4 and 5)	Beneficially	(D) or	Beneficial		
		(Month/Day/Year)) (Instr. 8)	Owned	Indirect (I)	Ownership		
				Following	(Instr. 4)	(Instr. 4)		
			(A)	Reported				
			or	Transaction(s)				
			Code V Amount (D) Pri	(Instr. 3 and 4)				

Code V Amount (D)

3,517

1,110 D

M

F

Price

13.18

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

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SEC 1474

(9-02)

28,626

27,516

D

D

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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)	Code	5. Number to for Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exerc Expiration D (Month/Day/	Date	7. Title and A Underlying S (Instr. 3 and A	Securities	8. Pr Deriv Secu (Inst
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (1)	<u>(1)</u>	03/03/2016	M	3,517	(1)(2)	(1)(2)	Common Stock	3,517	\$

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CHANG PETER L C/O GSI GROUP INC. 125 MIDDLESEX TURNPIKE BEDFORD, MA 01730

Vice President-Corp Controller

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 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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