PERCEPTRON INC/MI

Form 4 April 04, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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

Check this box

obligations

may continue. See Instruction 1(b).

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

SECURITIES

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person * RITTENOUR HARRY T

(First)

(Street)

(Middle)

2. Issuer Name and Ticker or Trading Symbol

PERCEPTRON INC/MI [PRCP]

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

04/03/2006

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Director 10% Owner X_ Officer (give title) _ Other (specify below)

Senior Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)

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

Person

47827 HALYARD DRIVE

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

PLYMOUTH, MI 48170

(City)	(State) (2	Zip) Table	e I - Non-D	erivative S	Secur	ities Acq	quired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. Transaction Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)	(IIIsti. 4)	(msu. 4)
Common Stock	04/03/2006		M	2,000	A	\$ 6.76	2,200	D	
Common Stock	04/03/2006		S	154 (1)	D	\$ 8.4	2,046	D	
Common Stock	04/03/2006		S	1,346 (1)	D	\$ 8.41	700	D	
Common Stock	04/03/2006		S	500 (1)	D	\$ 8.45	200	D	

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

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SEC 1474 (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. Transacti Code (Instr. 8)	5. Number one 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 6.76	04/03/2006		М	2,000	<u>(2)</u>	08/31/2008	Common Stock	3,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

RITTENOUR HARRY T 47827 HALYARD DRIVE PLYMOUTH, MI 48170

Senior Vice President

Signatures

Harry T

Rittenour 04/04/2006

**Signature of Person Date

Reporting Person

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) Sale of shares pursuant to Rule 10b5-1 Plan adopted on March 13, 2006.
- (2) On 09/01/1998, the reporting person was granted an option to purchase 3,000 shares of Common Stock under the 1992 Stock Option Plan, an exempt Plan. The option vested 25% annually on anniversary of 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.

Reporting Owners 2

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