

ASTRO MED INC /NEW/
Form 4
March 16, 2016

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Woods Gregory A

(Last) (First) (Middle)
3 MONKS WAY
(Street)

MEDFIELD, MA 02052

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ASTRO MED INC /NEW/ [ALOT]

3. Date of Earliest Transaction
(Month/Day/Year)
03/14/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
CHIEF EXECUTIVE OFFICER

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---------------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 03/14/2016 | | A ⁽¹⁾ | 7,199 A \$ 0 | 48,997 ⁽²⁾ | D | |
| Common Stock | 03/14/2016 | | A ⁽³⁾ | 4,030 A \$ 0 | 53,027 | D | |
| Common Stock | | | | | 55 | I | Held in Employee Stock Ownership Plan |

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

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(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. Transaction Code (Instr. 8) | 5. Number of 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 |
| Stock Option (right to purchase) | \$ 15.01 | 03/14/2016 | | A | 50,000 | (4) | | 03/14/2026 | | Common Stock | 50,000 |
| Restricted Stock Unit | (5) | 03/14/2016 | | A | 451 | (6) | | (6) | | Common Stock | 451 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Woods Gregory A 3 MONKS WAY MEDFIELD, MA 02052 | | X | CHIEF EXECUTIVE OFFICER | |

Signatures

/s/ Margaret V. Boericke, attorney-in-fact for Gregory Woods 03/16/2016

__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) Shares issued in settlement of performance based stock units earned on March 14, 2016. Shares are fully vested when earned.
- (2) Includes 906 shares acquired under the Astro-Med, Inc. Employee Stock Purchase Plan in January 2016.

(3) Restricted stock award made to the reporting person under the reporting person's Equity Incentive Award Agreement with the issuer, which vest as follows: (i) 1,008 shares vest on the first anniversary of the grant date, (ii) 1,008 shares vest on the second anniversary of the grant date, (iii) 1,007 shares vest on the third anniversary of the grant date, and (iv) 1,007 shares vest on the fourth anniversary of the grant date.

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- (4) The option vests in four equal annual installments commencing on the one year anniversary of the grant date.
- (5) Each restricted stock unit represents a contingent right to receive one share of ALOT common stock.
- (6) The restricted stock units vest in three equal annual installments beginning March 14, 2017.

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.