

ATC Technology CORP

Form 4

October 26, 2010

**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  
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

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**PRENDERGAST S LAWRENCE**

(Last) (First) (Middle)

**618 VAN BEUREN ROAD**

(Street)

**MORRISTOWN, NJ 07960**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**ATC Technology CORP [ATAC]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**10/22/2010**

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)

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code (Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D) (Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|-----------------------------------|---|--|--|---|
| Common<br>Stock                       | 10/22/2010                              |   | D <sup>(1)</sup>                  | 12,000  | D \$ 25 0  | 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  
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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)**

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                     |
|---|---|---|---|---|--|--|-----|---|--------------------|-----------------|-------------------------------------|
|   |   |   |   | Code                                    | V  | (A)  | (D) | Date Exercisable  | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Option to<br>purchase<br>common<br>stock            | \$ 14.9   | 10/22/2010                              |   | D <sup>(2)</sup>                        |  | 20,000   |     | 05/12/2007  | 05/12/2014         | Common<br>Stock | 20,000                              |
| Option to<br>purchase<br>common<br>stock            | \$ 15.85  | 10/22/2010                              |   | D <sup>(2)</sup>                        |  | 7,500  |     | 12/02/2005  | 06/02/2015         | Common<br>Stock | 7,500                               |
| Option to<br>purchase<br>common<br>stock            | \$ 24.69  | 10/22/2010                              |   | D <sup>(2)</sup>                        |  | 4,500  |     | 06/01/2009  | 06/01/2016         | Common<br>Stock | 4,500                               |
| Option to<br>purchase<br>common<br>stock            | \$ 22.59  | 10/22/2010                              |   | D <sup>(2)</sup>                        |  | 6,000  |     | 06/04/2009 <sup>(3)</sup>   | 06/04/2018         | Common<br>Stock | 6,000                               |
| Option to<br>purchase<br>common<br>stock            | \$ 15.01  | 10/22/2010                              |   | D <sup>(2)</sup>                        |  | 6,000  |     | 06/03/2010 <sup>(4)</sup>   | 06/03/2019         | Common<br>Stock | 6,000                               |
| Option to<br>purchase<br>common<br>stock            | \$ 17.22  | 10/22/2010                              |   | D <sup>(2)</sup>                        |  | 7,000  |     | 06/10/2011 <sup>(5)</sup>   | 06/10/2020         | Common<br>Stock | 7,000                               |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| PRENDERGAST S LAWRENCE<br>618 VAN BEUREN ROAD<br>MORRISTOWN, NJ 07960 | X             |           |         |       |

## Signatures

/s/ S. Lawrence  
Prendergast

10/26/2010

\_\_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) Disposed of pursuant to Agreement and Plan of Merger dated as of July 18, 2010, as amended, by and among the Issuer, Transformers Merger Sub, Inc. and GENCO Distribution System, Inc.  
  
Cancelled pursuant to Agreement and Plan of Merger dated as of July 18, 2010, as amended, by and among the Issuer, Transformers
- (2) Merger Sub, Inc. and GENCO Distribution System, Inc. in exchange for an amount in cash per share equal to the excess of \$25.00 over the exercise price per share of the options.
- (3) These options, which provided for vesting annually in 1/3 increments beginning on 6/4/2009, were accelerated upon the closing of the merger between the Issuer and GENCO Distribution System, Inc.
- (4) These options, which provided for vesting annually in 1/3 increments beginning on 6/3/2010, were accelerated upon the closing of the merger between the Issuer and GENCO Distribution System, Inc.
- (5) These options, which provided for vesting annually in 1/3 increments beginning on 6/10/2011, were accelerated upon the closing of the merger between the Issuer and GENCO Distribution System, Inc.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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