

Edgar Filing: PEASE ALFRED A - Form SC 13G/A

PEASE ALFRED A
Form SC 13G/A
February 14, 2006

OMB APPROVAL

OMB Number: 3235-0145
Expires: February 28, 2006
Estimated average burden
hours per response.....11

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 1) *

PERCEPTRON, INC.

(Name of Issuer)

Common Stock, \$0.01 par value

(Title of Class of Securities)

71361F100

(CUSIP Number)

December 31, 2005

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's
initial filing on this form with respect to the subject class of securities, and
for any subsequent amendment containing information which would alter the
disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed
to be "filed" for the purpose of Section 18 of the Securities Exchange Act of
1934 ("Act") or otherwise subject to the liabilities of that section of the Act
but shall be subject to all other provisions of the Act (however, see the
Notes).

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.

Edgar Filing: PEASE ALFRED A - Form SC 13G/A

(Continued on following page(s))
Page 1 of 4 pages

CUSIP NO. 71361F100

-
1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

Alfred A. Pease

-
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)

(b)

-
3. SEC Use Only

-
4. Citizenship or Place of Organization

United States of America

Number of	5.	Sole Voting Power
Shares		665,053
Beneficially	6.	Shared Voting Power
Owned by		0
Each	7.	Sole Dispositive Power
Reporting		665,053
Person With:	8.	Shared Dispositive Power
		0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

665,053

-
10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions)

-
11. Percent of Class Represented by Amount in Row (9)

7.1%

-
12. Type of Reporting Person (See Instructions)

IN

Edgar Filing: PEASE ALFRED A - Form SC 13G/A

Page 2 of 4 Pages

CUSIP No. 71361F100

- Item 1(a). Name of Issuer:
Perceptron, Inc.
- Item 1(b). Address of Issuer's Principal Executive Offices:
47827 Halyard Drive, Plymouth, Michigan 48170.
- Item 2(a). Name of Person Filing:
Alfred A. Pease
- Item 2(b). Address of Principal Business Office or, if none, Residence:
47827 Halyard Drive, Plymouth, Michigan 48170
- Item 2(c). Citizenship:
United States of America
- Item 2(d). Title of Class of Securities:
Common Stock, \$0.01 par value per share
- Item 2(e). CUSIP Number:
71361F100
- Item 3. If this statement is being filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

N/A
- Item 4. Ownership (as of December 31, 2005)
- (a) Amount Beneficially Owned: 665,053
 - (b) Percent of Class: 7.1%
 - (c) Number of shares as to which the person has:
 - (i) Sole power to vote or direct the vote:
665,053
 - (ii) Shared power to vote or to direct the vote:
0

Page 3 of 4 Pages

Edgar Filing: PEASE ALFRED A - Form SC 13G/A

(iii) Sole power to dispose or to direct the disposition of:

665,053

(iv) Shared power to dispose or to direct the disposition of:

0

Includes 572,534 shares that the reporting person has the right to acquire pursuant to Rule 13d-3 upon the exercise of outstanding stock options.

Item 5. Ownership of Five Percent or Less of a Class:

N/A

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company:

N/A

Item 8. Identification and Classification of Members of the Group.

N/A

Item 9. Notice of Dissolution of Group.

N/A

Item 10. Certification.

N/A

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2006

Date

/s/ Alfred A. Pease

[Signature]

Alfred A. Pease

[Name/Title]

