

GSI GROUP INC

Form 4

March 11, 2014

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Roush John A

(Last) (First) (Middle)

C/O GSI GROUP INC., 125
MIDDLESEX TURNPIKE

(Street)

BEDFORD, MA 01730-1409

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

GSI GROUP INC [GSIG]

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

03/10/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify
below) below)

Chief Executive Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/10/2014		M	30,435 A	\$ 12.55	311,460	D
Common Stock	03/10/2014		F	9,907 D	\$ 12.55	301,553	D
Common Stock	03/10/2014		M	37,218 A	\$ 12.55	338,771	D
Common Stock	03/10/2014		F	13,598 D	\$ 12.55	325,173	D
Common Stock	03/10/2014		M	44,445 A	\$ 12.55	369,618	D

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Common Stock 03/10/2014 F 20,956 D \$ 12.55 348,662 D

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)		8. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units ⁽¹⁾	<u>(1)</u>	03/10/2014		M		30,435		<u>(1)(2)</u>	<u>(1)(2)</u>	Common Stock	30,435
Restricted Stock Units ⁽¹⁾	<u>(1)</u>	03/10/2014		M		37,218		<u>(1)(3)</u>	<u>(1)(3)</u>	Common Stock	37,218
Restricted Stock Units ⁽¹⁾	<u>(1)</u>	03/10/2014		M		44,445		<u>(1)(4)</u>	<u>(1)(4)</u>	Common Stock	44,445

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Roush John A C/O GSI GROUP INC. 125 MIDDLESEX TURNPIKE BEDFORD, MA 01730-1409	Chief Executive Officer

Signatures

/s/ Joanna Tow,
Attorney-In-Fact 03/11/2014

 **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 Restrict Stock Unit.
- (2) The Restricted Stock Units vest in three equal annual installments on March 8, 2013, March 8, 2014 and March 8, 2015.
- (3) The Restricted Stock Units vest in three equal annual installments on March 8, 2014, March 8, 2015 and March 8, 2016.
- (4) The Restricted Stock Units vest in three equal annual installments on March 9, 2012, March 9, 2013 and March 9, 2014.

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.

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