

GSI GROUP INC

Form 4

March 04, 2016

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
 Buckley Robert

(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)

03/03/2016

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)

Chief Financial 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 Ownership (Instr. 4)
Common Stock	03/03/2016		M	14,913 A	\$ 13.18 165,716	D	
Common Stock	03/03/2016		F	4,840 D	\$ 13.18 160,876	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)

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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)
Restricted Stock Units ⁽¹⁾	<u>(1)</u>	03/03/2016		M	14,913	<u>(1)(2)</u>	<u>(1)(2)</u>	Common Stock 14,913

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Buckley Robert C/O GSI GROUP INC. 125 MIDDLESEX TURNPIKE BEDFORD, MA 01730-1409	Chief Financial Officer

Signatures

/s/ Joanna Tow,
Attorney-In-Fact
03/04/2016

**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) Each Restricted Stock Unit represents the right to receive one GSI Group Inc. common share upon vesting of such Restricted Stock Unit.
- (2) The Restricted Stock Units vest in three equal annual installments on March 3, 2015, March 3, 2016 and March 3, 2017.

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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