

GREATBATCH, INC.  
Form 4  
November 10, 2008

**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 \*  
DINKINS MICHAEL

(Last) (First) (Middle)  
10000 WEHRLE DRIVE  
(Street)  
CLARENCE, NY 14043  
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
GREATBATCH, INC. [GB]

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/07/2008

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 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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| Common                          | 11/07/2008                           |                                                    | A                              | 398 (1) A                                                         | \$ 0 398                                                                                      | 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)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction of Derivative | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities | 8. |
|------------------------|---------------|--------------------------------------|-------------------------------|------------------------------|-------------------------|-----------------------------------------|----------------------------------------------|----|
|------------------------|---------------|--------------------------------------|-------------------------------|------------------------------|-------------------------|-----------------------------------------|----------------------------------------------|----|

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| Security<br>(Instr. 3) | or Exercise<br>Price of<br>Derivative<br>Security | any<br>(Month/Day/Year) | Code<br>(Instr. 8) | Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | (Month/Day/Year) | (Instr. 3 and 4) | S                   | (I                 |        |                                        |
|------------------------|---------------------------------------------------|-------------------------|--------------------|-----------------------------------------------------------------------------------|------------------|------------------|---------------------|--------------------|--------|----------------------------------------|
|                        |                                                   |                         | Code               | V                                                                                 | (A)              | (D)              | Date<br>Exercisable | Expiration<br>Date | Title  | Amount<br>or<br>Number<br>of<br>Shares |
| Stock<br>options       | \$ 25.07                                          | 11/07/2008              | A                  |                                                                                   | 1,041<br>(2)     |                  | 01/02/2009          | 11/07/2018         | Common | 1,041                                  |
| Stock<br>options       | \$ 25.07                                          | 11/07/2008              | A                  |                                                                                   | 9,293<br>(3)     |                  | 12/31/2009          | 11/07/2018         | Common | 9,293                                  |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |         |       |
|-------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                             | Director      | 10% Owner | Officer | Other |
| DINKINS MICHAEL<br>10000 WEHRLE DRIVE<br>CLARENCE, NY 14043 |               | X         |         |       |

## Signatures

/s/ Christopher J. Thome as attorney-in-fact for Michael Dinkins  
 11/10/2008  
 \*\*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) Grant of restricted stock pursuant to Issuer's Stock Incentive Plan which fully vest on January 2, 2009.
- (2) This non-qualified stock option fully vests on January 2, 2009.
- (3) These non-qualified stock options vest beginning with one-third on December 31, 2009; one-third on December 31, 2010; and the remaining options on December 31, 2011.

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.