Patriacca Todd Form 4 February 15, 2018

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

obligations

Form 5

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

See Instruction

may continue. 30(h) of the Investment Company Act of 1940 1(b).

(Middle)

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person * Patriacca Todd

2. Issuer Name and Ticker or Trading Symbol

Altra Industrial Motion Corp.

[AIMC]

3. Date of Earliest Transaction

(Month/Day/Year) 02/13/2018

C/O ALTRA INDUSTRIAL MOTION CORP., 300 GRANITE STREET SUITE 201

(First)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Director 10% Owner Other (specify X_ Officer (give title

below)

VP Finance & Corp Controller

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

BRAINTREE, MA 02184

(City)	(State)	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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or		d of (D) 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, par value \$0.001	02/13/2018		Code V	1,890 (1)	(D)	Price \$ 45.8	29,173	D	
Common Stock, par value \$0.001	02/13/2018		A	1,915 (2)	A	\$ 45.8	31,088	D	
Common Stock, par	02/13/2018		F	831 (3)	D	\$ 45.8	30,257	D	

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value \$0.001

Common

Stock, par value 02/15/2018 F 520 (4) D \$ 29,737 D

\$0.001

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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

9. Nu

Deriv

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Shares

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

1. Title of 3. Transaction Date 3A. Deemed 8. Price of 4. 5. 6. Date Exercisable and 7. Title and Derivative Conversion (Month/Day/Year) Execution Date, if TransactionNumber **Expiration Date** Amount of Derivative or Exercise Code (Month/Day/Year) Underlying Security Security of (Instr. 3) Price of (Month/Day/Year) (Instr. 8) Derivative Securities (Instr. 5) Derivative Securities (Instr. 3 and 4) Security Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Amount or Expiration Title Number Date Exercisable Date of

Code V (A) (D)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Patriacca Todd C/O ALTRA INDUSTRIAL MOTION CORP. 300 GRANITE STREET SUITE 201 BRAINTREE, MA 02184

VP Finance & Corp Controller

Signatures

Todd Patriacca, Attorney-in-fact 02/15/2018

**Signature of Reporting Person Date

Reporting Owners 2

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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).
- These shares are restricted common stock, par value \$0.001 ("Restricted Common Stock") awarded to the Reporting Person under the (1) Altra Industrial Motion Corp. 2014 Omnibus Incentive Plan. Shares of Restricted Common Stock are subject to restrictions. The restrictions will expire in equal installments on August 15, 2018, 2019, 2020 and 2021, respectively.
 - Performance shares earned after Compensation Committee determined that certain performance goals which measure the Company's total shareholder return ("TSR") against the TSR of a peer group of companies over the three year measurement period, from January 1, 2015
- (2) to December 31, 2017, had been met. The shares are issued as common stock par value \$0.001 ("Common Stock") awarded to the Reporting Person under the Altra Industrial Motion Corp. 2014 Omnibus Incentive Plan. Dividends accrued on earned performance shares were included as additional shares of Common Stock in accordance with the terms of the award agreement.
- (3) Shares forfeited in lieu of taxes upon award of Common Stock.
- (4) Shares forfeited in lieu of taxes upon vesting of Restricted Stock

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.