

MARZ W RICHARD
Form 4
June 03, 2010

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 *
MARZ W RICHARD

2. Issuer Name and Ticker or Trading Symbol
PERCEPTRON INC/MI [PRCP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
47827 HALYARD DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/01/2010

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

PLYMOUTH, MI 48170
(City) (State) (Zip)

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

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/01/2010 ⁽¹⁾		A		1,421	A	\$ 4.4 46,016
Common Stock	06/02/2010		M		15,000	A	\$ 3.59 61,016
Common Stock	06/02/2010 ⁽²⁾		F		12,238	D	\$ 4.4 48,778

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)	Amount or Number of Shares
Directors Stock Option (right to buy)	\$ 3.59	06/02/2010		M	15,000	<u>(3)</u> 07/31/2010	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARZ W RICHARD 47827 HALYARD DRIVE PLYMOUTH, MI 48170		X		

Signatures

Sylvia M Smith on behalf of W Richard Marz
Date: 06/03/2010

**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) On June 1, 2010, the reporting person received 1,421 shares in lieu of a portion of his Board Compensation pursuant to the Directors Stock Purchase Rights under the 2004 Stock Incentive Plan, an exempt plan.

(2) On June 2, 2010, the reporting person exercised his option to purchase 15,000 shares of Common Stock (the 'Option') by way of the retention of options procedure whereby the purchase price for shares of Common Stock to be acquired upon exercise of the Option was paid in full at the time of exercise through the retention by Perceptron, Inc. (the 'Issuer') of options (the 'retained options') with a value equal to the option price of the shares purchased pursuant to the exercise of the Option, with the value of the retained options equal to the difference between the Fair Market Value of the shares of Common Stock underlying the retained options (determined as of the date of exercise of the Option) and the exercise price of such Option (the 'retention of options' procedure). As a result, the Issuer retained 12,238 Options under the retention of options procedure and such retained options expired and will be of no further force and effect as of the date retained.

(3) On August 1, 2000, the reporting person was granted an option to purchase 15,000 shares of Common Stock under the Directors Stock Option Plan, an exempt plan. The shares were exercisable on August 1, 2001.

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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