

TRANSCAT INC
Form 5
April 20, 2006

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
SASSANO CARL E

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
TRANSCAT INC [TRNS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President and CEO

C/O TRANSCAT, INC., 35 VANTAGE POINT DRIVE

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
03/25/2006

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

6. Individual or Joint/Group Reporting (check applicable line)

ROCHESTER, NY 14624

(City) (State) (Zip)

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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$.50 par value	03/02/2006	^	G	200	D	\$ 0	207,683	D	^
Common Stock, \$.50 par value	^	^	^	^	^	^	3,000 ⁽¹⁾	I	By daughter ⁽¹⁾
Common Stock, \$.50 par value	^	^	^	^	^	^	3,000 ⁽²⁾	I	By wife, as custodian for son ⁽²⁾

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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)	
					(A)	(D)	Date Exercisable	Expiration Date		
Warrant (Right to Buy)	\$ 2	Â	Â	Â	Â	Â	08/22/2005	08/21/2006	Common Stock, par value \$.50 per share	4,000 ⁽³⁾
Stock Option (Right to Buy)	\$ 1	Â	Â	Â	Â	Â	Â ⁽⁴⁾	04/29/2007	Common Stock, par value \$.50 per share	100,000 ⁽⁴⁾
Stock Option (Right to Buy)	\$ 4.26	Â	Â	Â	Â	Â	Â ⁽⁵⁾	08/15/2015	Common Stock, par value \$.50 per share	10,895 ⁽⁵⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SASSANO CARL E C/O TRANSCAT, INC. 35 VANTAGE POINT DRIVE ROCHESTER, NY 14624	Â X	Â	Â Chairman, President and CEO	Â

Signatures

/s/ Carl E. Sassano
Date: 04/18/2006

Signature of
Reporting Person

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) These shares are owned by Mr. Sassano's daughter. Mr. Sassano disclaims beneficial ownership of these shares.
- (2) These shares are owned by Mr. Sassano's wife as custodian for their minor son. Mr. Sassano disclaims beneficial ownership of these shares.
- (3) This non-transferable warrant was previously reported by Mr. Sassano.
This option was previously reported by Mr. Sassano. Mr. Sassano can exercise this option in cumulative increments of 50,000 shares after each of the following dates, providing the market price of the Company's Common Stock meets or exceeds, for 20 of 30 consecutive trading days, the following respective amounts: 4/30/02--\$2.25; 1/1/03--\$3.50; 1/1/04--\$5.25; 1/1/05--\$7.50; to the extent such market price requirements are not satisfied, the balance of the option becomes exercisable on 4/30/06.
- (5) This option was previously reported by Mr. Sassano. Mr. Sassano can exercise this option as follows: 3,632 shares on 8/16/06, 3,632 shares on 8/16/07, and 3,631 shares on 8/16/08.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.