

ALLIED MOTION TECHNOLOGIES INC
 Form 4
 February 19, 2014

FORM 4 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).

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 *
WARZALA RICHARD S

2. Issuer Name and Ticker or Trading Symbol
ALLIED MOTION TECHNOLOGIES INC [AMOT]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Executive Officer

(Last) (First) (Middle)
ALLIED MOTION TECHNOLOGIES INC., 455 COMMERCE DRIVE, SUITE 4
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/15/2014

AMHERST, NY 14228
 (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 or Price		
Common Stock	02/15/2014		D		23,783 (1)	D	\$ 0 987,690
Common Stock	02/15/2014		A		12,975 (2)	A	\$ 0 1,000,665
Common Stock	02/15/2014		A		25,951 (3)	A	\$ 0 1,026,616
Common Stock	02/15/2014		A		7,975 (4)	A	\$ 0 1,034,591
	02/15/2014		A			A	\$ 0 1,071,431

Common Stock	36,840 <u>(5)</u>			
Common Stock		80,901	I	By Children <u>(6)</u>
Common Stock		13,051	I	By ESOP Trust

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.

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WARZALA RICHARD S ALLIED MOTION TECHNOLOGIES INC. 455 COMMERCE DRIVE, SUITE 4 AMHERST, NY 14228	X	X	Chief Executive Officer	

Signatures

Susan M. Chiarmonete, Attorney-in-Fact for Richard S. Warzala

02/19/2014

__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) The shares represent the short term portion of a performance-based restricted stock award that were forfeited upon the Compensation Committee's review of the applicable performance measures.
- (2) Grant of restricted shares pursuant to the Company's 2007 Stock Incentive Plan. These restricted shares vest one-third each on March 31, 2015, 2016 and 2017.
Grant of performance shares pursuant to the Company's 2007 Stock Incentive Plan. All or a portion of these performance shares will vest over a three-year period upon the satisfaction of certain performance goals established by the Compensation Committee for the year ending December 31, 2014.
- (3) Grant of restricted shares pursuant to the Company's 2007 Stock Incentive Plan in connection with the satisfaction of certain performance goals established by the Compensation Committee. These restricted shares vest one-fifth on the date of grant and one-fifth each on March 31, 2015, 2016, 2017 and 2018.
Grant of performance shares pursuant to the Company's 2007 Stock Incentive Plan. All or a portion of these performance shares will vest over a five-year period upon the satisfaction of certain performance goals established by the Compensation Committee for any year during the five-year period ending December 31, 2017.
- (4) The Reporting Person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- (5) The Reporting Person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- (6) The Reporting Person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

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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