

ALLIED MOTION TECHNOLOGIES INC  
 Form 4  
 May 11, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
 SMITH RICHARD D /CO/

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 03/31/2012

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

ALLIED MOTION TECHNOLOGIES INC., 23 INVERNESS WAY EAST, STE. 150

(Street)

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

ENGLEWOOD, CO 80112

(City) (State) (Zip)

**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                    | 03/31/2012                           |                                                    | F                              |                                                                   | 1,765                                                                                         | D                                                        | 7.37<br><u>(1)</u>                |
| Common Stock                    | 03/31/2012                           |                                                    | G                              |                                                                   | 12,915                                                                                        | D                                                        | <u>(2)</u> 95,324                 |
| Common Stock                    | 03/31/2012                           |                                                    | G                              |                                                                   | 12,915                                                                                        | A                                                        | <u>(2)</u> 540,065                |
| Common                          |                                      |                                                    |                                |                                                                   | 900                                                                                           | I                                                        | By Family Trust                   |

|                 |  |  |  |        |   |  |                  |
|-----------------|--|--|--|--------|---|--|------------------|
| Stock           |  |  |  |        |   |  | Spouse's<br>IRA  |
| Common<br>Stock |  |  |  | 14,439 | I |  | By ESOP<br>Trust |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             |                                      |                                                                                                                    | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                     |
|                                                     |                                                                    |                                         |                                                             |                                      |                                                                                                                    | Code                                                           | V                                                                         | (A)                                                 | (D)                                                                        |

## Reporting Owners

| Reporting Owner Name / Address                                                                                    | Relationships |           |                     |       |
|-------------------------------------------------------------------------------------------------------------------|---------------|-----------|---------------------|-------|
|                                                                                                                   | Director      | 10% Owner | Officer             | Other |
| SMITH RICHARD D /CO/<br>ALLIED MOTION TECHNOLOGIES INC.<br>23 INVERNESS WAY EAST, STE. 150<br>ENGLEWOOD, CO 80112 | X             |           | Chairman<br>and CFO |       |

## Signatures

Susan M. Chiarmonete, attorney-in fact for Richard D. Smith  
Date: 05/11/2012

\*\*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 March 31, 2012, 14,680 incentive restricted shares vested and the Reporting Person instructed the Company to withhold 1,765 shares to cover tax withholding obligations as permitted under the Company's Year 2000 Stock Incentive Plan, as amended, and the 2007 Stock

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Incentive Plan, as amended.

(2) Bona fide gift of securities.

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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