

MAZZA THOMAS J

Form 4

March 05, 2008

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
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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MAZZA THOMAS J

(Last) (First) (Middle)

9645 WEHRLE DRIVE

(Street)

CLARENCE, NY 14031

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
GREATBATCH, INC. [GB]

3. Date of Earliest Transaction
(Month/Day/Year)
03/03/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Sr. VP Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
Common	03/04/2008		A	(A) or (D) 5,318 (1)	\$ 0	21,149	D
Common					1,347.254	I	By 401(k)

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

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information contained in this form are not
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SEC 1474
(9-02)

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

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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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Employee stock options	\$ 37.51	03/03/2008		A	542	12/31/2003 ⁽²⁾	11/10/2013	Common 542
Employee stock options	\$ 16.99	03/03/2008		A	800	12/31/2005 ⁽³⁾	02/11/2015	Common 800
Employee stock options	\$ 20.14	03/04/2008		A	12,781	12/31/2008 ⁽⁴⁾	03/04/2018	Common 12,7

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MAZZA THOMAS J 9645 WEHRLE DRIVE CLARENCE, NY 14031	Sr. VP Chief Financial Officer

Signatures

/s/ Christopher J. Thome as attorney-in-fact for Thomas J. Mazza 03/05/2008

**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).

- Grant of restricted stock pursuant to issuer's Stock Incentive Plan vesting over a four-year period, 50% after the first two years, 25% after the third year and 25% after the fourth year. The vesting will occur on the last calendar day of the appropriate year.
On November 10, 2003, the reporting person was granted an option to purchase 4,665 shares of common stock. The option vests in partial installments beginning December 31, 2003, subject to satisfaction of certain performance criteria by the issuer. The performance criteria for 542 shares has been met resulting in the vesting of those shares subject to possible recalculation.
- On February 11, 2005, the reporting person was granted an option to purchase 5,000 shares of comon stock. The option vests in partial installments beginning December 31, 2005, subject to satisfaction of certain performance criteria by the issuer. The performance criteria for 800 shares has been met resulting in the vesting of those shares subject to possible recalculation.
- These non-qualified options vest in four equal installments beginning with 25% on December 31, 2008; 25% on December 31, 2009; 25% on December 31, 2010; and 25% on December 31, 2011.

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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