PERCEPTRON INC/MI

Form 4

October 15, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

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OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Armstrong Jeffrey Mark Issuer Symbol PERCEPTRON INC/MI [PRCP] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner X_ Officer (give title Other (specify 47827 HALYARD DRIVE 10/13/2014 below) President and CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

PLYMOUTH, MI 48170

(State)

(7:m)

(City)

(City)	(State) (A	Table	e I - Non-D	erivative S	ecurit	ies Acq	uired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of Code (D)				5. Amount of Securities Beneficially	Form: Direct I	7. Nature of Indirect Beneficial	
()		any (Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)			Owned Following Reported	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	10/13/2014		A	3,000 (1)	A	\$0	3,000	D	
Common Stock	10/13/2014		A	10,100 (2)	A	\$0	13,100	D	

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

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Person

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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	2.	3. Transaction Date		4.	5.	6. Date Exer		7. Title		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
						Excicisable L	Date		of		
				Code V	(A) (D)				Shares		

Daladianahina

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Armstrong Jeffrey Mark 47827 HALYARD DRIVE	X		President and CEO				
PLYMOUTH, MI 48170							

Signatures

Jeffrey Mark 10/15/2014 Armstrong Date

**Signature of Reporting

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).
- On October 13, 2014, the reporting person was granted 3,000 shares of Common Stock under the 2004 Stock Incentive Plan, an exempt Plan. The shares vest on the first anniversary of the grant date provided the reporting person remains employed with the Issuer as of that date.
- On October 13, 2014, the reporting person was granted 10,100 shares of Common Stock under the 2004 Stock Incentive Plan, an exempt Plan. Provided the reporting person remains employed with the Issuer on each of the relevant dates, the shares will vest as follows: 3,367 **(2)** shares on the first anniversary of the grant date; 3,367 shares on the second anniversary of the grant date; and 3,366 shares on the third anniversary of the grant date.

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

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