FREELAND JAY Form 4 January 11, 2019

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

2. Issuer Name and Ticker or Trading

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

0.5

Estimated average burden hours per response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

1(b).

(Last)

Security

(Instr. 3)

may continue.

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 See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person *

FREELAND JAY

(Middle)

(First)

47827 HALYARD DRIVE

(Street)

PERCEPTRON INC/MI [PRCP]

3. Date of Earliest Transaction

(Month/Day/Year) 01/02/2019

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

Symbol

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

PLYMOUTH, MI 48170

(City) (State) (Zip) 1.Title of

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

or

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership Form: Direct (Instr. 4)

7. Nature of Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

Transaction(s) (Instr. 3 and 4)

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.

SEC 1474 (9-02)

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

1. Title of Derivative Conversion Security or Exercise (Instr. 3) Price of

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

5. Number 4. Transaction Derivative Code Securities (Instr. 8) Acquired

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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	Derivative Security				(D)	Disposed of (D) (Instr. 3, 4,				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Shares
Director Stock Option	\$ 8.28	01/02/2019	A		8,000		<u>(1)</u>	01/02/2029	Non-Derivative Security Title	8,00

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FREELAND JAY 47827 HALYARD DRIVE PLYMOUTH, MI 48170

Signatures

(Right to Buy)

Michelle O Wright on behalf of Jay W. Freeland

01/11/2019

**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).
- On January 2, 2019, the reporting person was granted an option to purchase 8,000 shares of Common Stock under the 2004 Stock
 (1) Incentive Plan, an exempt plan. The shares are exercisable in three equal annual installments beginning January 2, 2020 at an exercise price equal to the fair market value of the Company's Common Stock as of January 2, 2019, expiring 10 years from 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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