

PERCEPTRON INC/MI
Form 4
March 13, 2015

FORM 4

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

OMB APPROVAL

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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 SYLVIA

(Last) (First) (Middle)

47827 HALYARD DR

(Street)

PLYMOUTH, MI 48170

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PERCEPTRON INC/MI [PRCP]

3. Date of Earliest Transaction (Month/Day/Year)
03/11/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Vice President & CAO

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)
				(A) or (D)	Price		
Stock Option	03/11/2015		M	1,500	A \$ 2.8	26,807	D
Common Stock	03/11/2015		S	1,500	D \$ 11.9	25,307	D
Stock Option	03/11/2015		M	3,000	A \$ 6.14	28,307	D
Common Stock	03/11/2015		S	3,000	D \$ 11.9	25,307	D
Stock Option	03/12/2015		M	1,000	A \$ 10.55	26,307	D

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Common Stock	03/12/2015	S	1,000	D	\$ 12	25,307	D
Stock Option	03/13/2015	M	2,000	A	\$ 5.7	27,307	D
Common Stock	03/13/2015	S	2,000	A	\$ 11.65	25,307	D

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

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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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (right to buy)	\$ 2.8	03/11/2015		M	1,500	<u>(1)</u> 03/01/2019	Common Stock	1,500	
Employee Stock Options (right to buy)	\$ 6.14	03/11/2015		M	3,000	<u>(2)</u> 08/31/2021	Common Stock	3,000	
Employee Stock Option (right to buy)	\$ 10.55	03/12/2015		M	1,000	<u>(3)</u> 09/02/2023	Common Stock	1,000	
Employee Stock Option (right to buy)	\$ 5.7	03/13/2015		M	2,000	<u>(4)</u> 09/03/2022	Common Stock	2,000	

buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH SYLVIA 47827 HALYARD DR PLYMOUTH, MI 48170			Vice President & CAO	

Signatures

Sylvia M. Smith 03/13/2015

**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 03/02/2009, the reporting person was granted an option to purchase 6,000 shares of Common Stock under the 2004 Stock Incentive Plan, an exempt plan. The shares are exercisable in four equal installments beginning on March 2, 2010 at an exercise price equal to the fair market value of the Company's Common Stock as of March 2, 2009, expiring ten years from the grant date.

On 09/01/2011, the reporting person was granted an option to purchase 4,000 shares of Common Stock under the 2004 Stock Incentive Plan, an exempt plan. The shares are exercisable in four equal installments beginning on September 1, 2012 at an exercise price equal to the fair market value of the Company's Common Stock as of September 1, 2011, expiring ten years from the grant date.

On 09/03/2013, the reporting person was granted an option to purchase 4,000 shares of Common Stock under the 2004 Stock Incentive Plan, an exempt plan. The shares are exercisable in four equal installments beginning on September 3, 2014 at an exercise price equal to the fair market value of the Company's Common Stock as of September 3, 2013, expiring ten years from the grant date.

On 09/04/2012, the reporting person was granted an option to purchase 4,000 shares of Common Stock under the 2004 Stock Incentive Plan, an exempt plan. The shares are exercisable in four equal installments beginning on September 4, 2013 at an exercise price equal to the fair market value of the Company's Common Stock as of September 4, 2012, expiring ten 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.

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