BERSHAD STEPHEN W

Form 4 March 03, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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OMB APPROVAL

subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

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

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 BERSHAD STEPHEN W Issuer Symbol GSI GROUP INC [GSIG] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director X__ 10% Owner _ Other (specify Officer (give title PO BOX 31100 03/02/2011 below) (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 SANTA FE, NM, NM 87594 Person

(Stata)

(State) (Tabl	e I - Non-I	Derivative So	ecuritie	es Acqu	uired, Disposed o	f, or Beneficial	ly Owned
2. Transaction Date	2A. Deemed	3.	4. Securitie	es Acqu	iired	5. Amount of	6. Ownership	7. Nature of
(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D)			Securities	Form: Direct	Indirect	
	any	Code	Code (Instr. 3, 4 and 5)		Beneficially	(D) or	Beneficial	
	(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
						Following	(Instr. 4)	(Instr. 4)
				(4)		Reported		
						Transaction(s)		
		C-l- V	A		D	(Instr. 3 and 4)		
		Code v		(D)	Price			
03/02/2011		A(1)	128,474 (1) (2)	A	\$0	4,123,482 (2)	D	
	2. Transaction Date (Month/Day/Year)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)	2. Transaction Date 2A. Deemed 3. (Month/Day/Year) Execution Date, if any Code (Month/Day/Year) (Instr. 8)	2. Transaction Date 2A. Deemed 3. 4. Securitie (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 3, 4 (Instr. 8) Code V Amount 128,474	2. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8) (A) or Code V Amount (D) $\Delta(1)$ $\Delta(1)$ $\Delta(1)$ $\Delta(1)$ $\Delta(1)$ $\Delta(1)$ $\Delta(1)$ $\Delta(1)$	2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price (D3/02/2011)	2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 8) Execution Date, if any (Month/Day/Year) (Instr. 8) Eneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price (Instr. 3 and 4)	2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 8) Execution Date, if any (Month/Day/Year) (Instr. 8) Execution Date, if any (Month/Day/Year) (Instr. 8) Execution Date, if Code (Instr. 3, 4 and 5) Executities Energically (D) or Owned Indirect (I) Following (Instr. 4) Reported Transaction(s) (Instr. 4) Reported Transaction(s) (Instr. 3 and 4) (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 SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration Da	ate	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securities	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr. 3 and 4)		Owne
	Security				Acquired					Follo
					(A) or					Repo
					Disposed					Trans
					of (D)					(Instr
					(Instr. 3,					
					4, and 5)					
				Code V	(A) (D)	Date	Expiration	Title Amount		
					()	Exercisable	Date	or		
						2	2	Number		
								of		
								Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
FB	Director	10% Owner	Officer	Other		
BERSHAD STEPHEN W						
PO BOX 31100	X	X				
SANTA FE, NM, NM 87594						

Signatures

Anthony J. Bellantuoni, Attorney-in-Fact (POA 03/03/2011 on file)

> **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 July 23, 2010 (the "Effective Date"), the Final Fourth Modified Joint Chapter 11 Plan of Reorganization for MES International Inc. ("MES"), GSI Group Inc. (the "Company)" and GSI Group Corporation ("GSI and, collectively with MES and the Company, the "Debtors"), as confirmed by the United States Bankruptcy Court for the District of Delaware on May 27, 2010 (the "Plan"), became effective and the Debtors emerged from Chapter 11 protection. In connection with the Plan, (i) all common shares and vested share rights of the Company that were outstanding prior to the Effective Date (collectively, the "Old Common Shares") were cancelled and (ii) new

- common shares of the Company, as reorganized ("New Common Shares"), were issued to holders of such Old Common Shares under the Final Plan on a one-for-one basis, subject to a 6.165% escrow as contemplated in the Plan. On March 2, 2011, the New Common Shaers subject to the 6.165% escrow were rleased to the Reporting Person.
- (2) Reflects the Company's 1 for 3 reverse stock split effectiated on December 29, 2010.

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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