**CLARKE DAVID** Form 4/A April 11, 2012

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

2 Jaguar Nama and Tielzer or Trading

**OMB APPROVAL OMB** 

3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

5 Relationship of Reporting Person(s) to

response... 0.5

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

**SECURITIES** 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. See Instruction 1(b).

(Print or Type Responses)

Common

Stock (1)

04/02/2012

1. Name and Address of Reporting Person \*

CLARKE DAVID	Symb	GROUP INC [GSIG]	Issuer  (Check all applicable)
(Last) (First)	(Middle) 3. Da	te of Earliest Transaction	(
C/O GSI GROUP INO MIDDLESEX TURN	C., 125 04/0	th/Day/Year) 2/2012	Director 10% Owner _X Officer (give title Other (specify below)  Vice President
(Street) BEDFORD, MA 0173	Filed 04/0	Amendment, Date Original (Month/Day/Year) 4/2012	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person
(City) (State)	(Zip)	Table I - Non-Derivative Securities A	cquired, Disposed of, or Beneficially Owned
Security (Month/Da(Instr. 3)	etion Date 2A. Deemed ay/Year) Execution Date any (Month/Day/Ye	Code (Instr. 3, 4 and 5)	Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)
Common Stock (1) 04/02/20	012	M 1,333 A \$0	1,333 I By wife

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

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400<sup>(2)</sup> D

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.

12.18 933

(3)

Ι

By wife

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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 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. Transactic Code (Instr. 8)	5. Number proof 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. Pr Deriv Secu (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit	<u>(4)</u>	04/02/2012		M	1,333	<u>(5)</u>	(5)	Common Stock	1,333	\$

## **Reporting Owners**

Reporting Owner Name / Address	Relationships				
<b></b>	Director	10% Owner	Officer	Other	
CLARKE DAVID C/O GSI GROUP INC. 125 MIDDLESEX TURNPIKE BEDFORD, MA 01730			Vice President		

## **Signatures**

Paula A. Pluta, Atty-in-Fact - POA on file 04/11/2012

\*\*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).
- (1) Due to administrative oversight, the transactions and holdings reported herein were omitted from the reporting person's Form 4 filed on April 4, 2012. This amendment on Form 4 is being filed solely to report such transactions and holdings.
- (2) Represents GSI Group Inc. common shares sold to pay withholding taxes.
- Price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$12.10 to \$12.2142, inclusive. The reporting person undertakes to provide GSI Group Inc., any security holder of GSI Group Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (3) to this Form 4.
- (4) Each Restricted Stock Unit represents the right to receive one GSI Group Inc. common share upon vesting of such Restricted Stock Unit.
- (5) The Restricted Stock Units reported on this Form 4 were settled on April 2, 2012.

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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