

ALLIED MOTION TECHNOLOGIES INC
Form 4
August 14, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 RICHARD D /CO/

2. Issuer Name and Ticker or Trading Symbol
ALLIED MOTION TECHNOLOGIES INC [AMOT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
08/10/2006

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

ALLIED MOTION TECHNOLOGIES INC., 23 INVERNESS WAY EAST, STE. 150

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

ENGLEWOOD, CO 80112

(City) (State) (Zip)

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 Indirect Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	08/10/2006		M	V 23,400 A \$ 2.8125	50,400 ⁽¹⁾	D	
Common Stock	08/10/2006		G	V 23,400 D ⁽²⁾	27,000 ⁽¹⁾	D	
Common Stock	08/10/2006		F	13,045 ⁽³⁾ D \$ 5.045	168,538	I	By Family Trust
Common	08/10/2006		G	V 23,400 A ⁽²⁾	191,938	I	By

Stock				Family Trust
Common Stock	900	I		By Spouse's IRA
Common Stock	8,169	I		By ESOP Trust

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

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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 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
Options - Right to Buy	\$ 2.8125	08/10/2006		M	23,400	<u>(4)</u>	08/14/2006	Common Stock	23,400
Options - Right to Buy	\$ 4.83					<u>(4)</u>	10/25/2010	Common Stock	69,300
Options - Right to Buy	\$ 4.83					<u>(4)</u>	10/25/2007	Common Stock	20,700
Options - Right to Buy	\$ 3.2					<u>(4)</u>	08/15/2011	Common Stock	58,750
Options - Right to Buy	\$ 3.2					<u>(4)</u>	08/15/2008	Common Stock	31,250
Options - Right to Buy	\$ 1.77					<u>(4)</u>	02/12/2010	Common Stock	40,000

Options - Right to Buy	\$ 4.27	(4)	04/20/2011	Common Stock	60,000
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH RICHARD D /CO/ ALLIED MOTION TECHNOLOGIES INC. 23 INVERNESS WAY EAST, STE. 150 ENGLEWOOD, CO 80112	X		Chief Executive Officer	

Signatures

Richard D. Smith	08/14/2006
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**Signature of Reporting Person	Date
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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) Includes 27,000 shares of restricted stock granted under the Company's Year 2000 Stock Incentive Plan that have not yet vested.
- (2) Gift of securities from the Reporting Person to his Family Trust.
- (3) The Reporting Person tendered these shares to the Company in satisfaction of the exercise price of certain stock options as permitted under the terms of the applicable award agreement.
- (4) All of the options are currently exercisable.

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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