

ALLIED MOTION TECHNOLOGIES INC
Form 4
August 15, 2006

FORM 4

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

OMB APPROVAL

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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 *
Prince Eugene E

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)
08/11/2006

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

C/O 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	08/11/2006		S	10,000 D \$ 5	670,084 ⁽¹⁾	D	
Common Stock	08/14/2006		M	67,500 A \$ 2.8125	737,584 ⁽¹⁾	D	
Common Stock	08/14/2006		F	39,469 ⁽²⁾ D \$ 4.81	698,115 ⁽¹⁾	D	
Common Stock					88,800	I	By Family

Trusts ⁽³⁾

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
Options (Right to Buy)	\$ 2.8125	08/14/2006		M	67,500	⁽⁴⁾ 08/14/2006	Common Stock	67,500
Options (Right to Buy)	\$ 4.83					⁽⁴⁾ 10/25/2010	Common Stock	15,000
Options (Right to Buy)	\$ 3.2					⁽⁴⁾ 08/15/2011	Common Stock	5,000
Options (Right to Buy)	\$ 1.77					⁽⁴⁾ 02/12/2010	Common Stock	5,000
Options (Right to Buy)	\$ 4.27					⁽⁴⁾ 04/20/2011	Common Stock	6,000
Options (Right to Buy)	\$ 6.36					⁽⁴⁾ 07/20/2011	Common Stock	4,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

Prince Eugene E
C/O ALLIED MOTION TECHNOLOGIES INC.
23 INVERNESS WAY EAST, STE. 150
ENGLEWOOD, CO 80112

Signatures

Susan M. Chiarmonete, attorney-in-fact for Eugene E.
Prince

08/15/2006

__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) Includes 1,833 shares of restricted stock granted under the Company's Year 2000 Stock Incentive Plan that have not yet vested.
- (2) 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.
- (3) The Reporting Person's spouse is the trustee of trusts for the benefit of the Reporting Person's children. The Reporting Person disclaims beneficial ownership of these shares.
- (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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