

Hennessy John P.  
Form 3  
May 13, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Hennessy John P.		(Month/Day/Year)	TRANSCAT INC [TRNS]	
(Last)	(First)	05/03/2010	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
C/O TRANSCAT, INC.,Â 35 VANTAGE POINT DRIVE			(Check all applicable)	
(Street)			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
ROCHESTER,Â NYÂ 14624			<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
(City)	(State)	(Zip)	(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Vice President of Sales	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, \$.50 par value	2,503 <sup>(1)</sup>	D	Â

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title			

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	Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
Stock Option (Right to Buy)	Â (2)	01/29/2018	Common Stock, \$.50 par value 10,000 \$ 6	D Â
Stock Option (Right to Buy)	Â (3)	05/04/2018	Common Stock, \$.50 par value 13,110 \$ 6.75	D Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hennessy John P. C/O TRANSCAT, INC. 35 VANTAGE POINT DRIVE ROCHESTER, NY 14624	Â	Â	Â Vice President of Sales	Â

## Signatures

/s/ John P.  
Hennessy  
05/13/2010  
Date

\*\*Signature of Reporting Person

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) This amount excludes performance-based restricted stock awards of 1,500 shares, 4,798 shares and 4,034 shares, respectively, that vest after three years subject to the company achieving specific cumulative fully-diluted earnings per share objectives over the eligible three-year period. At such time, Mr. Hennessy will receive a percentage of the award if the company meets certain pre-determined earnings per share thresholds. Failure to achieve the minimum threshold will result in no shares awarded. Accordingly, these awards are not included in the amount of securities beneficially owned by Mr. Hennessy.
  - (2) This option was awarded under the Transcat, Inc. 2003 Incentive Plan. Mr. Hennessy can exercise this option as follows: 2,000 shares on 1/29/10, 2,000 shares on 1/29/11 and 6,000 shares on 1/29/12.
  - (3) This option was awarded under the Transcat, Inc. 2003 Incentive Plan. Mr. Hennessy can exercise this option as follows: 2,622 shares on 5/5/10, 2,622 shares on 5/5/11 and 7,866 shares on 5/5/12.

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.