

Altra Industrial Motion Corp.
Form 4
February 27, 2015

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Ferris Gerald P

2. Issuer Name **and** Ticker or Trading
Symbol
Altra Industrial Motion Corp.
[AIMC]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
300 GRANITE STREET, SUITE
201

3. Date of Earliest Transaction
(Month/Day/Year)
02/26/2015

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
V.P. Global Sales

(Street)
BRAINTREE, MA 02184

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

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 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value, \$0.001	02/26/2015		A ⁽¹⁾		1,101	A	\$ 27.3
							79,256
							D
Common Stock, par value, \$0.001	02/26/2015		F ⁽²⁾		312	D	\$ 27.3
							78,944
							D

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Ferris Gerald P 300 GRANITE STREET SUITE 201 BRAINTREE, MA 02184	V.P. Global Sales

Signatures

Todd Patriacca,
Attorney-in-fact 02/27/2015

__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) Performance shares earned after Compensation Committee determined that certain performance goals for the applicable measurement period (calendar year 2014) had been met. The shares are issued as restricted common stock par value \$0.001 ("Restricted Common Stock") awarded to the Reporting Person under the Altra Industrial Motion Corp. 2014 Omnibus Incentive Plan, and are subject to forfeiture restrictions. The Restricted Common stock will be released from the forfeiture restrictions in equal installments on February 26, 2015, 2016 and 2017, respectively. Dividends accrued on earned performance shares were paid as additional shares of Restricted Common Stock in accordance with the terms of the award agreement and vested immediately on February 26, 2015.

- (2) Shares forfeited in lieu of taxes upon vesting of restricted stock

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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