

Zimmer John J
 Form 4
 May 05, 2009

FORM 4

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

OMB APPROVAL

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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 *
 Zimmer John J

(Last) (First) (Middle)

C/O TRANSCAT, INC., 35
 VANTAGE POINT DRIVE

(Street)

ROCHESTER, NY 14624

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 TRANSCAT INC [TRNS]

3. Date of Earliest Transaction
 (Month/Day/Year)
 04/06/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP of Finance and CFO

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

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 Ownership (Instr. 4)
Common Stock, \$.50 par value	04/06/2009		A ⁽¹⁾	V	6,485 <u>(1)</u>	A	\$ 0 4,393 <u>(1)</u> <u>(2)</u> <u>(3)</u> 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)

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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	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 or Value of Underlying Security (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 5.8					(4)	08/02/2016	Common Stock, \$.50 par value	10,000 (4)
Stock Option (Right to Buy)	\$ 7.72					(5)	07/30/2017	Common Stock, \$.50 par value	30,080 (5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zimmer John J C/O TRANSCAT, INC. 35 VANTAGE POINT DRIVE ROCHESTER, NY 14624			VP of Finance and CFO	

Signatures

/s/ John J. Zimmer 05/04/2009

**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) This performance-based restricted stock award was granted under the Transcat, Inc. 2003 Incentive Plan in a transaction exempt under Rule 16b-3. The award vests after three years subject to the company achieving specific cumulative fully-diluted earnings per share objectives over the eligible three-year period ending in fiscal year 2012. At such time, Mr. Zimmer 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, the award is not included in the amount of securities beneficially owned by Mr. Zimmer following the grant.
- (2) Mr. Zimmer voluntarily reported the grant of a performance-based restricted stock award of 6,000 shares on 5/5/08. The amount of securities beneficially owned by Mr. Zimmer following the grant has been corrected to exclude this performance-based award.

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- (3) Includes 822 shares acquired under the Transcat, Inc. Employees' Stock Purchase Plan between June 2008 and March 2009.
- (4) This option was previously reported by Mr. Zimmer. Mr. Zimmer can exercise this option as follows: 3,334 shares on 8/02/07, 3,333 shares on 8/02/08, and 3,333 shares on 8/02/09.
- (5) This option was previously reported by Mr. Zimmer. Mr. Zimmer can exercise this option as follows: 6,016 shares on 7/30/09, 6,016 shares on 7/30/10 and 18,048 shares on 7/30/11.

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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