

HOOK THOMAS J
Form 4
March 05, 2008

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 *
HOOK THOMAS J

(Last) (First) (Middle)
9645 WEHRLE DRIVE
(Street)

CLARENCE, NY 14031

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GREATBATCH, INC. [GB]

3. Date of Earliest Transaction
(Month/Day/Year)
03/03/2008

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)
President & CEO

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)
			Code	V	Amount (D) or Price		
Common	03/04/2008		A		18,065 (1)	A	\$ 0
Common					1,140.541	I	By 401(k)

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)

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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 (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 Security (Instr. 3 and 4)	Amount or Number of Shares
Employee stock options	\$ 16.7	03/03/2008		A	8,000	12/31/2004 ⁽²⁾ 09/01/2014	Common	8,000
Employee stock options	\$ 24.62	03/03/2008		A	80	12/31/2005 ⁽³⁾ 05/24/2015	Common	80
Employee stock options	\$ 20.14	03/04/2008		A	43,417	12/31/2008 ⁽⁴⁾ 03/04/2018	Common	43,417

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOOK THOMAS J 9645 WEHRLE DRIVE CLARENCE, NY 14031	X		President & CEO	

Signatures

/s/ Christopher J. Thome as attorney-in-fact for Thomas J. Hook 03/05/2008

__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) Grant of restricted stock pursuant to issuer's Stock Incentive Plan vesting over a four-year period, 50% after the first two years, 25% after the third year and 25% after the fourth year. The vesting will occur on the last calendar day of the appropriate year.

(2) On September 1, 2004, the reporting person was granted an option to purchase 50,000 shares of common stock. The option vests in partial installments beginning December 31, 2004, subject to satisfaction of certain performance criteria by the issuer. The performance criteria for 8,000 shares has been met resulting in the vesting of those shares subject to possible recalculation.

(3) On May 24, 2005, the reporting person was granted an option to purchase 500 shares of common stock. The option vests in partial installments beginning December 31, 2005, subject to satisfaction of certain performance criteria by the issuer. The performance criteria for 80 shares has been met resulting in the vesting of those shares subject to possible recalculation.

(4) These non-qualified options vest in four equal installments beginning with 25% on December 31, 2008; 25% on December 31, 2009; 25% on December 31, 2010; and 25% on December 31, 2011.

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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