HOOK THOMAS J Form 4

January 07, 2009

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

(Print or Type Responses)

1. Name and Address of Reporting Person * **HOOK THOMAS J**

(First) (Middle) (Last)

(Street)

10000 WEHRLE DRIVE

CLARENCE, NY 14031

2. Issuer Name and Ticker or Trading Symbol

GREATBATCH, INC. [GB]

3. Date of Earliest Transaction

(Month/Day/Year) 01/05/2009

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Issuer

below)

(Check all applicable)

_X__ Director 10% Owner X_ Officer (give title Other (specify

President & CEO

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 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

3. Code (Instr. 8)

TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

4. Securities

(A)

5. Amount of Securities Beneficially Owned Following Reported

Transaction(s) (Instr. 3 and 4)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative

Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and Expiration (Month/Day/Year)

7. Title and Amou Underlying Securi (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	or I (D) (Ins	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V ((A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Nun of S
Resticted Stock Units	\$ 0 (1)	01/05/2009		A	13	,428		12/31/2010(2)	01/05/2019(2)	Common	13,
Stock Option	\$ 26.53	01/05/2009		A	33	,874		01/01/2010(3)	01/05/2019	Common	33,

Reporting Owners

Reporting Owner Name / Address	Relationships							
Fg	Director	10% Owner	Officer	Other				
HOOK THOMAS J 10000 WEHRLE DRIVE	X		President & CEO					
CLARENCE, NY 14031								

Signatures

/s/ Christopher J. Thome as attorney-in-fact for Thomas J.
Hook
01/07/2009

**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) Each restricted stock unit represents a contingent right to recieve one share of GB common stock.
- The restricted stock units vest in four installments; 50% on the last day of the fiscal year 2010, 25% on the last day of fiscal year 2011,
- (2) and 25% on the last day of fiscal year 2012. Vested shares will be delivered to the reporting person on the first business day following the vest date unless the reporting person terminates employment with GB prior to that time.
- (3) Grant of non-qualified stock options that vest in four equal annual installments on the last day of each fiscal year, beginning 2009.

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.

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