

Altra Industrial Motion Corp.  
Form 4  
February 28, 2014

**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

OMB  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Christenson Carl R

(Last) (First) (Middle)

300 GRANITE STREET, SUITE  
201

(Street)

BRAINTREE, MA 02184

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/26/2014

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) Chief Executive Officer

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	(A) or (D)	Price
Common Stock, par value \$0.001	02/26/2014	02/26/2014	A <sup>(1)</sup>		3,173	A	\$ 35.64
							456,985
							D
Common Stock, par value \$0.001	02/26/2014	02/26/2014	F <sup>(2)</sup>		351	D	\$ 35.64
							456,634
							D

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)

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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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
Christenson Carl R 300 GRANITE STREET SUITE 201 BRAINTREE, MA 02184	X		Chief Executive Officer	

## Signatures

Todd Patriacca,  
Attorney-in-Fact 02/28/2014

\_\_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 2013) 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 Company's 2004 Equity Incentive Plan, as amended, and are subject to forfeiture restrictions. The Restricted Common stock will be released from the forfeiture restrictions in equal installments on February 26, 2014, 2015 and 2016, 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, 2014.

(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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