

Schuele Craig
Form 4
October 18, 2018

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Schuele Craig

(Last) (First) (Middle)

C/O ALTRA INDUSTRIAL
MOTION CORP., 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)
10/16/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
VP Marketing and Business Dev

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value, \$0.001	10/16/2018		A	2,511 (1)	A \$ 39.4	74,223	D
Common Stock, par value, \$0.001	10/16/2018		A	1,026 (2)	A \$ 39.4	75,249	D
Common Stock, par	10/16/2018		A	2,123 (3)	A \$ 39.4	77,372	D

value,
\$0.001

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. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3 and 4)
				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

Schuele Craig
C/O ALTRA INDUSTRIAL MOTION CORP.
300 GRANITE STREET SUITE 201
BRAINTREE, MA 02184

VP Marketing and Business Dev

Signatures

Todd Patriacca,
Attorney-In-Fact 10/18/2018

__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) Represents performance shares (and related accrued dividend equivalents) that were converted on October 16, 2018 into restricted common stock, par value \$0.001 ("Restricted Common Stock"), upon the Compensation Committee's determination that certain performance goals had been met. The recent transaction between the Company and Fortive Corporation, which closed on October 1, 2018, constituted a "change in control" with respect to the performance shares resulting in the conversion of such performance shares into Restricted Common Stock based on the level of achievement of performance goals that measured the Company's total shareholder return

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("TSR") against the TSR of a peer group of companies over the period from January 1, 2016 to September 30, 2018. The Restricted Common Stock is subject to forfeiture until February 15, 2019.

Represents performance shares (and related accrued dividend equivalents) that were converted on October 16, 2018 into restricted common stock, par value \$0.001 ("Restricted Common Stock"), upon the Compensation Committee's determination that certain performance goals had been met. The recent transaction between the Company and Fortive Corporation, which closed on October 1,

- (2) 2018, constituted a "change in control" with respect to the performance shares resulting in the conversion of such performance shares into Restricted Common Stock based on the level of achievement of performance goals that measured the Company's total shareholder return ("TSR") against the TSR of a peer group of companies over the period from January 1, 2017 to September 30, 2018. The Restricted Common Stock is subject to forfeiture until February 23, 2020.

Represents performance shares (and related accrued dividend equivalents) that were converted on October 16, 2018 into restricted common stock, par value \$0.001 ("Restricted Common Stock"), upon the Compensation Committee's determination that certain performance goals had been met. The recent transaction between the Company and Fortive Corporation, which closed on October 1,

- (3) 2018, constituted a "change in control" with respect to the performance shares resulting in the conversion of such performance shares into Restricted Common Stock based on the level of achievement of performance goals that measured the Company's return on invested capital over the period from January 1, 2018 to September 30, 2018. The Restricted Common Stock is subject to forfeiture until February 15, 2021.

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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