ASTRO MED INC /NEW/

Form 4

March 16, 2016

FORM 4

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

OMB

Check this box if no longer subject to Section 16.

3235-0287 Number: January 31, Expires:

2005

OMB APPROVAL

Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per 0.5

obligations may continue.

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

response...

See Instruction

1(b).

(Print or Type Responses)

	1. Name and A Woods Greg	ddress of Reporting I		2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)				ASTRO MED INC /NEW/ [ALOT] 3. Date of Earliest Transaction			(Check all applicable)			
	3 MONKS V		,	/Day/Year)	Talisaction		10			
	3 MONES V	V/11	03/14	2010		below) CHIEF	below) below) CHIEF EXECUTIVE OFFICER			
		(Street)		4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
			Filed(N	Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person			
	MEDFIELD	, MA 02052				Form filed by More than One Reporting Person				
	(City)	(State)	(Zip) Ta	ble I - Non-l	Derivative Securities A	cquired, Disposed	d of, or Benefic	ially Owned		
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. f Transacti Code	4. Securities onAcquired (A) or Disposed of (D)	5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or			

	Table 1 Will Delivative Securities Required, Disposed by or Beneficiary Owned								
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any	3. Transactio	4. Securities nAcquired (A) or Disposed of (D)		5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial	
(msu. 3)		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5) (A)		Owned Following Reported Transaction(s)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
_			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	03/14/2016		A(1)	7,199	A	\$0	48,997 (2)	D	
Common Stock	03/14/2016		A(3)	4,030	A	\$0	53,027	D	
Common Stock							55	I	Held in Employee Stock Ownership Plan

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 Owner	ı
(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. Transactic Code (Instr. 8)	5. Number of on 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to purchase)	\$ 15.01	03/14/2016		A	50,000	<u>(4)</u>	03/14/2026	Common Stock	50,000
Restricted Stock Unit	<u>(5)</u>	03/14/2016		A	451	<u>(6)</u>	<u>(6)</u>	Common Stock	451

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Woods Gregory A 3 MONKS WAY

IONKS WAY X CHIEF EXECUTIVE OFFICER

MEDFIELD, MA 02052

Signatures

/s/ Margaret V. Boericke, attorney-in-fact for Gregory
Woods

03/16/2016

**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) Shares issued in settlement of performance based stock units earned on March 14, 2016. Shares are fully vested when earned.
- (2) Includes 906 shares acquired under the Astro-Med, Inc. Employee Stock Purchase Plan in January 2016.

Restricted stock award made to the reporting person under the reporting person's Equity Incentive Award Agreement with the issuer, which vest as follows: (i) 1,008 shares vest on the first anniversary of the grant date, (ii) 1,008 shares vest on the second anniversary of the grant date, (iii) 1,007 shares vest on the fourth anniversary of the grant date.

Reporting Owners 2

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- (4) The option vests in four equal annual installments commencing on the one year anniversary of the grant date.
- (5) Each restricted stock unit represents a contingent right to receive one share of ALOT common stock.
- (6) The restricted stock units vest in three equal annual installments beginning March 14, 2017.

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.