

INTEST CORP
Form 4
November 21, 2016

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 *
HOLT ALYN R

(Last) (First) (Middle)

C/O INTEST CORP, 804 EAST GATE DR., SUITE 200

(Street)

MT. LAUREL, NJ 08054

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
INTEST CORP [INTT]

3. Date of Earliest Transaction (Month/Day/Year)
11/17/2016

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)
Executive Chairman / Member 10% 13d Group

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| Common Stock | 11/17/2016 | | S | | 13,974 | D | \$ 4.014 1,088,598 D ⁽¹⁾ |
| Common Stock | 11/17/2016 | | S | | 10,000 | D | \$ 4.005 1,078,598 D ⁽¹⁾ |
| Common Stock | 11/18/2016 | | S | | 79,794 | D | \$ 4.0011 998,804 D ⁽¹⁾ |
| Common Stock | | | | | | | 150,427 I ⁽²⁾ By Trust under Will of deceased |

| | | | |
|--------------|---------|--------------|-----------------------|
| Common Stock | 178,598 | I <u>(3)</u> | Spouse By Daughter |
| Common Stock | 260,000 | I <u>(4)</u> | By 2003 Trust |
| Common Stock | 115,000 | I <u>(5)</u> | By 2000 Trust |

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

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(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------|----------------------|
| | Director | 10% Owner | Officer | Other |
| HOLT ALYN R C/O INTEST CORP 804 EAST GATE DR., SUITE 200 MT. LAUREL, NJ 08054 | X | X | Executive Chairman | Member 10% 13d Group |

Signatures

/s/ Alyn R. Holt 11/21/2016

**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) These shares are owned solely by Alyn R. Holt. Mr. Holt is a member of a "13d Group" with Kristen Holt Thompson, the Alyn R. Holt Trust FBO Kristen Holt Thompson u/a dated 4/14/03 ("2003 Trust"), the Holt Charitable Remainder Unitrust u/a dated 5/22/00 ("2000 Trust") and a Testamentary Trust established under the will of the reporting person's deceased spouse for purposes of Section 13(d) of the Exchange Act.

(2) These shares are owned solely by a Testamentary Trust established under the will of the reporting person's deceased spouse for the benefit of the reporting person's daughter, and this report shall not be deemed to be an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

(3) These shares are owned solely by the reporting person's daughter. The reporting person gained attributable beneficial ownership in these shares when his daughter moved into his household. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed to be an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

(4) These shares are owned solely by the 2003 Trust established for the benefit of the reporting person's daughter. The reporting person gained attributable beneficial ownership in these shares when his daughter moved into his household. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed to be an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

(5) These shares are owned solely by the 2000 Trust of which the reporting person is trustee and of which the reporting person is the sole non-charitable beneficiary, and this report shall not be deemed to be an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other other purpose, except to the extent of his pecuniary interest therein.

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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