

ALLIED MOTION TECHNOLOGIES INC
 Form 5
 February 14, 2012

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 SMITH RICHARD D /CO/

2. Issuer Name and Ticker or Trading Symbol
 ALLIED MOTION TECHNOLOGIES INC [AMOT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman and CFO

ALLIED MOTION TECHNOLOGIES INC., 23 INVERNESS WAY EAST, STE. 150

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

ENGLEWOOD, CO 80112

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 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	03/31/2011	Â	F4	2,283	D	\$ <u>7</u> ⁽¹⁾	124,068	D	Â
Common Stock	03/31/2011	Â	G	14,064	D	\$ <u>(2)</u>	110,004	D	Â
Common Stock	03/31/2011	Â	G	14,064	A	\$ <u>(2)</u>	510,259	I	By Family Trust

Common Stock	Â	Â	Â	Â	Â	Â	900	I	By Spouse's IRA
Common Stock	Â	Â	Â	Â	Â	Â	14,439 ⁽³⁾	I	By ESOP Trust

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

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SEC 2270 (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. of D Se B O E I S F I (I
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH RICHARD D /CO/ ALLIED MOTION TECHNOLOGIES INC. 23 INVERNESS WAY EAST, STE. 150 ENGLEWOOD, CO 80112	Â X	Â	Â Chairman and CFO	Â

Signatures

Susan M. Chiarmonete, attorney-in fact for Richard D. Smith 02/14/2012

__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).

On March 31, 2011, 16,347 incentive restricted shares vested and the Reporting Person instructed the Company to withhold 2,283 shares (1) to cover tax withholding obligations as permitted under the Company's Year 2000 Stock Incentive Plan, as amended, and the 2007 Stock Incentive Plan, as amended.

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(2) Bona fide gift of securities.

(3) Includes 1,648 additional shares allocated to to the reporting person's account under the Company's Employee Stock Ownership Plan.

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