

ALLIED MOTION TECHNOLOGIES INC
 Form 4
 August 15, 2006

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 *
 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. Date of Earliest Transaction (Month/Day/Year)
 08/14/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Executive Officer

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 Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

ENGLEWOOD, CO 80112

(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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 08/14/2006 | | M | V 57,600 A \$ 2.8125 | 84,600 ⁽¹⁾ | D | |
| Common Stock | 08/14/2006 | | G | V 57,600 D ⁽²⁾ | 27,000 ⁽¹⁾ | D | |
| Common Stock | 08/14/2006 | | G | V 57,600 A ⁽²⁾ | 249,538 | I | By Family Trust |
| Common | | | | | 900 | I | By |

| | | | | | | | |
|-----------------|--|--|--|--|-------|---|------------------|
| Stock | | | | | | | Spouse's IRA |
| Common Stock | | | | | 8,169 | I | By ESOP 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Options - Right to Buy | \$ 2.8125 | 08/14/2006 | | M | 57,600 | (3) 08/14/2006 | Common Stock | 57,600 |
| Options - Right to Buy | \$ 4.83 | | | | | (3) 10/25/2010 | Common Stock | 69,300 |
| Options - Right to Buy | \$ 4.83 | | | | | (3) 10/25/2007 | Common Stock | 20,700 |
| Options - Right to Buy | \$ 3.2 | | | | | (3) 08/15/2011 | Common Stock | 58,750 |
| Options - Right to Buy | \$ 3.2 | | | | | (3) 08/15/2008 | Common Stock | 31,250 |
| Options - Right to Buy | \$ 1.77 | | | | | (3) 02/12/2010 | Common Stock | 40,000 |
| Options - Right to Buy | \$ 4.27 | | | | | (3) 04/20/2011 | Common Stock | 60,000 |

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 | X | | Chief Executive Officer | |

Signatures

| | |
|---|------------|
| Susan M. Chiarmonete, attorney-in fact for Richard D. Smith | 08/15/2006 |
| **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) Includes 25,000 shares of restricted stock granted under the Company's Year 2000 Stock Incentive Plan that have not yet vested.
- (2) Gift of securities from the Reporting Person to his Family Trust.
- (3) All of the options are currently exercisable.

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.