

TRANSCAT INC  
Form 4  
January 29, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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**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 \*  
**HADEED CHARLES P**

(Last) (First) (Middle)

**C/O TRANSCAT, INC., 35  
VANTAGE POINT DRIVE**

(Street)

**ROCHESTER, NY 14624**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**TRANSCAT INC [TRNS]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**01/27/2016**

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)  
**Chairman of the Board**

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 Ownership (Instr. 4)
Common Stock, \$.50 par value				(A) or (D)	102,772	D	

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)**

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 5.68	01/27/2016		D <sup>(1)</sup>	7,042 <sup>(1)</sup>	08/08/2009	08/08/2016	Common Stock, \$.50 par value	7,042 <sup>(1)</sup>
Stock Option (Right to Buy)	\$ 5.24 <sup>(2)</sup>					04/10/2010	04/10/2017	Common Stock, \$.50 par value	100,000 <sup>(2)</sup>
Stock Option (Right to Buy)	\$ 7.72 <sup>(2)</sup>					07/30/2011	07/30/2017	Common Stock, \$.50 par value	48,128 <sup>(2)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HADEED CHARLES P C/O TRANSCAT, INC. 35 VANTAGE POINT DRIVE ROCHESTER, NY 14624	X		Chairman of the Board	

## Signatures

/s/ John J. Zimmer, Attorney-in-fact for Charles P. Hadeed  
 Hadeed  
 \*\*Signature of Reporting Person  
 01/29/2016  
 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).
- This option was redeemed by the Company under the terms of the Transcat, Inc. 2003 Incentive Plan, as Amended and Restated, in a
- (1) transaction exempt under Rule 16b-3(e). The redemption price was calculated based on the closing price of the Company's common stock (\$9.48) less the exercise price (\$5.68).
  - (2) This option was previously reported by Mr. Hadeed.

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.