### Edgar Filing: GSI GROUP INC - Form 4

GSI GROUP ING Form 4									
January 04, 2012									PPROVAL
FORM 4	UNITED	STATES		RITIES A			E COMMISSIO		3235-0287
Check this boy if no longer subject to Section 16. Form 4 or Form 5 chlightigns	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934,					Expires: Estimated burden hou response	urs per		
obligations may continue. <i>See</i> Instruction 1(b).	1			•	U	npany Act ny Act of 1	: of 1935 or Secti 1940	on	
(Print or Type Respo	onses)								
1. Name and Address of Reporting Person <u>*</u> DAVIS EUGENE I			2. Issuer Name <b>and</b> Ticker or Trading Symbol GSI GROUP INC [GSIG]			5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (I	Middle)		of Earliest T	-	1	(Ch	eck all applicabl	e)
C/O GSI GROUP INC., 125 MIDDLESEX TURNPIKE			(Month/Day/Year) 01/01/2012			X_ Director10% Owner Officer (give titleOther (specify below)below)			
F			Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by	<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>		
BEDFORD, MA	A 01/30						Person		
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned
	ansaction Date hth/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4	(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code V	Amount	(D) Price	(Instr. 3 and 4)		
Reminder: Report of	n a separate line	e for each cl	ass of sec	urities bene	ficially own	ned directly	or indirectly.		
					inforn requir	nation cont ed to resp lys a curre	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Pric
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Deriva
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Securi

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(Instr. 3)	Price of Derivative Security	(Month/Day/Y	fear) (Instr. 8)	Acquired (A) or Disposed (D) (Instr. 3, and 5)	l of				(Instr.
			Code V	(A)	(D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock Units	<u>(1)</u>	01/01/2012	А	6,599	<u>(1)</u>	<u>(1)</u>	Common Stock	6,599	<u>(1</u>

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
DAVIS EUGENE I C/O GSI GROUP INC. 125 MIDDLESEX TURNPIKE BEDFORD, MA 01730	Х						
Signatures							
Paula A Pluta, Attorney-in-Fact	01/04	4/2012					

\*\*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).
- (1) As of the date the reporting person ceases to be a director of the issuer, each Deferred Stock Unit will convert into a share of issuer common stock

### **Remarks:**

#### Exhibit 24: Power of Attorney

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.