

SASSANO CARL E

Form 4

September 13, 2007

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SASSANO CARL E

(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)

09/11/2007

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

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)
Common Stock, \$.50 par value	09/11/2007		S ⁽¹⁾	100 ⁽¹⁾ D	\$ 6.81 289,650	D	
Common Stock, \$.50 par value	09/11/2007		S ⁽¹⁾	100 ⁽¹⁾ D	\$ 6.8 289,550	D	
Common Stock, \$.50 par value	09/11/2007		S ⁽¹⁾	100 ⁽¹⁾ D	\$ 6.73 289,450	D	
Common Stock, \$.50	09/11/2007		S ⁽¹⁾	100 ⁽¹⁾ D	\$ 289,350	D	
					6.71		

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par value

Common Stock, \$.50 par value	09/12/2007	S ⁽¹⁾	2 ⁽¹⁾	D	\$ 6.71	289,348	D
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Common Stock, \$.50 par value	09/12/2007	S ⁽¹⁾	100 ⁽¹⁾	D	\$ 6.7	289,248	D
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Common Stock, \$.50 par value	09/12/2007	S ⁽¹⁾	100 ⁽¹⁾	D	\$ 6.59	289,148	D
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Common Stock, \$.50 par value	09/12/2007	S ⁽¹⁾	100 ⁽¹⁾	D	\$ 6.58	289,048	D
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Common Stock, \$.50 par value	09/12/2007	S ⁽¹⁾	198 ⁽¹⁾	D	\$ 6.56	288,850	D
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Common Stock, \$.50 par value						3,000 ⁽²⁾	I	By wife, as custodian for son ⁽²⁾
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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 Derivative Security (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 4.26					(3)	08/16/2015	Common Stock, \$.50 par value	10,895 (3)

Stock Option (Right to Buy)	\$ 5.68	(4)	08/08/2016	Common Stock, \$.50 par value	8,803 (4)
Stock Option (Right to Buy)	\$ 7.72	(5)	07/31/2017	Common Stock, \$.50 par value	60,160 (5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SASSANO CARL E C/O TRANSCAT, INC. 35 VANTAGE POINT DRIVE ROCHESTER, NY 14624	X		Executive Chairman	

Signatures

/s/ John J. Zimmer, Attorney-in-fact for Carl E.
Sassano

09/13/2007

__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 were sold pursuant to a Rule 10b5-1 stock trading plan, the adoption of which was reported in the Transcat, Inc. Current Report on Form 8-K dated August 15, 2007.
 - (2) These shares are owned by Mr. Sassano's wife as custodian for their minor son. Mr. Sassano disclaims beneficial ownership of these shares.
 - (3) This option was previously reported by Mr. Sassano. Mr. Sassano can exercise this option as follows: 3,632 shares on 8/16/06, 3,632 shares on 8/16/07, and 3,631 shares on 8/16/08.
 - (4) This option was previously reported by Mr. Sassano. Mr. Sassano can exercise this option as follows: 2,935 shares on 8/08/07, 2,934 shares on 8/08/08, and 2,934 shares on 8/08/09.
 - (5) This option was previously reported by Mr. Sassano. Mr. Sassano can exercise this option as follows: 12,032 shares on 7/30/09, 12,032 shares on 7/30/10 and 36,096 shares on 7/30/11.

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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