

Christenson Carl R
 Form 4
 February 15, 2018

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 *
 Christenson Carl R

2. Issuer Name and Ticker or Trading Symbol
 Altra Industrial Motion Corp.
 [AIMC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 01/12/2018

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

C/O ALTRA INDUSTRIAL MOTION CORP., 300 GRANITE STREET SUITE 201

(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

BRAINTREE, MA 02184

(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	(D)	Price
Common Stock, par value \$0.001	01/12/2018		J ⁽¹⁾		105,989	D	\$ 0
					136,747	I	
Common Stock, par value, \$0.001	02/13/2018		A		26,201 ⁽³⁾	A	\$ 45.8
					125,006	D	
Common Stock, par	02/13/2018		A		14,145 ⁽⁴⁾	A	\$ 45.8
					139,151	D	

value,
\$0.001

Common Stock, par value, \$0.001	02/13/2018	F	6,216 ⁽⁵⁾	D	\$ 45.8	132,935	D
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Common Stock, par value, \$0.001	02/15/2018	F	3,823 ⁽⁶⁾	D	\$ 46.05	129,112	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Christenson Carl R C/O ALTRA INDUSTRIAL MOTION CORP. 300 GRANITE STREET SUITE 201 BRAINTREE, MA 02184	X		Chairman and CEO	

Signatures

Todd Patriacca, Attorney-in-fact	02/15/2018
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__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) Shares transferred by Reporting Person to former spouse pursuant to a divorce settlement.
- (2) The shares are held in a trust for which Mr. Christenson serves as trustee.

These shares are restricted common stock, par value \$0.001 ("Restricted Common Stock"), awarded to the Reporting Person under the

- (3) Altra Industrial Motion Corp. 2014 Omnibus Incentive Plan. Shares of Restricted Common Stock are subject to restrictions. The restrictions will expire in equal installments on August 15, 2018, 2019, 2020 and 2021, respectively.

Performance shares earned after Compensation Committee determined that certain performance goals which measure the Company's total shareholder return ("TSR") against the TSR of a peer group of companies over the three year measurement period, from January 1, 2015

- (4) to December 31, 2017, had been met. The shares are issued as common stock par value \$0.001 ("Common Stock") awarded to the Reporting Person under the Altra Industrial Motion Corp. 2014 Omnibus Incentive Plan. Dividends accrued on earned performance shares were included as additional shares of Common Stock in accordance with the terms of the award agreement.

- (5) Shares forfeited in lieu of taxes upon award of Common Stock.

- (6) Shares forfeited in lieu of taxes upon vesting of Restricted Stock

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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