

HADEED CHARLES P  
Form 4  
May 23, 2012

**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 \*  
**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)  
**05/21/2012**

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)  
**President and CEO**

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	05/21/2012		A <sup>(1)</sup>	V	25,129 <sup>(1)</sup> \$ 0	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)	8. P			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 2.89 <sup>(2)</sup>					10/18/2007	10/18/2014			Common Stock, \$.50 par value	20,000 <sup>(2)</sup>
Stock Option (Right to Buy)	\$ 4.26 <sup>(2)</sup>					08/16/2008	08/16/2015			Common Stock, \$.50 par value	6,103 <sup>(2)</sup>
Stock Option (Right to Buy)	\$ 5.68 <sup>(2)</sup>					08/08/2009	08/08/2016			Common Stock, \$.50 par value	7,042 <sup>(2)</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		President and CEO	

## Signatures

/s/ Charles P.  
Hadeed

05/23/2012

Date

\_\_Signature of  
Reporting Person

## 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).

These shares were awarded to Mr. Hadeed upon the vesting of a performance-based restricted stock award granted to him on 4/6/09 under the Transcat, Inc. 2003 Incentive Plan in a transaction exempt under Rule 16b-3. The shares underlying the award vest after three years

(1) subject to the Company achieving specific cumulative fully-diluted earnings per share (EPS) objectives over the eligible three-year period ending in fiscal year 2012. Based on the Company's achievement of certain pre-determined EPS thresholds, Mr. Hadeed's award vested with respect to 25,129 shares.

(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.

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