

Altra Industrial Motion Corp.  
Form 4  
February 13, 2015

**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 \*  
Ganske Lyle G.

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)

901 LAKESIDE AVENUE

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/12/2015

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

CLEVELAND, OH 44114

(City) (State) (Zip)

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

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3)    | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock, par<br>value<br>\$0.001 | 02/12/2015                              |                                                             | A                                       | 723 <sup>(1)</sup> A                                                | \$<br>26.95                                                                                                        | 23,427                                                                     | D                                                                 |
| Common<br>Stock, par<br>value<br>\$0.001 | 02/12/2015                              |                                                             | A                                       | 557 <sup>(2)</sup> A                                                | \$<br>26.95                                                                                                        | 23,984                                                                     | D                                                                 |
| Common<br>Stock, par<br>value<br>\$0.001 |                                         |                                                             |                                         |                                                                     | 500                                                                                                                | I                                                                          | Shares held<br>in Spouse's<br>IRA                                 |

|                                          |       |   |                                   |
|------------------------------------------|-------|---|-----------------------------------|
| Common<br>Stock, par<br>value<br>\$0.001 | 3,486 | I | Daughters,<br>see footnote<br>(3) |
|------------------------------------------|-------|---|-----------------------------------|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number<br>of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Report<br>Transaction<br>(Instr. 6) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                                                                   |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships                    |
|--------------------------------------------------------------|----------------------------------|
|                                                              | Director 10% Owner Officer Other |
| Ganske Lyle G.<br>901 LAKESIDE AVENUE<br>CLEVELAND, OH 44114 | X                                |

## Signatures

Todd Patriacca,  
Attorney-in-fact 02/13/2015

\_\_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).

These shares are common stock, par value \$0.001, awarded to the Reporting Person under the Altra Industrial Motion Corp. 2014

(1) Omnibus Incentive Plan. Pursuant to the Company's non-management director compensation policy, the Director has elected to receive shares of stock in lieu of regular quarterly cash director fees.

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These shares are common stock, par value \$0.001, awarded to the Reporting Person under the Altra Industrial Motion Corp. 2014

- (2) Omnibus Incentive Plan. Pursuant to the Company's non-management director compensation policy, these shares represent the Director's quarterly installment of restricted stock granted to the Director.
- (3) The stock is owned by two of the Director's daughters. The shares are held in trust and the trustee is the Director's wife.

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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