

Schuele Craig
 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 *
 Schuele Craig

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)
 02/15/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP Marketing and Business Dev

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock, par value \$0.001 | 02/13/2018 | | A | | 2,652 <u>(1)</u> | A | \$ 45.8 70,538 D |
| Common Stock, par value \$0.001 | 02/13/2018 | | A | | 3,133 <u>(2)</u> | A | \$ 45.8 73,671 D |
| Common Stock, par | 02/13/2018 | | F | | 1,330 <u>(3)</u> | D | \$ 45.8 72,341 D |

value
\$0.001

Common
Stock, par
value 02/15/2018 F 897 ⁽⁴⁾ D \$ 46.05 71,444 D
\$0.001

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 Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Schuele Craig C/O ALTRA INDUSTRIAL MOTION CORP. 300 GRANITE STREET SUITE 201 BRAINTREE, MA 02184 | | | VP Marketing and Business Dev | |

Signatures

Todd Patriacca,
Attorney-in-fact 02/15/2018
**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 restricted common stock, par value \$0.001 ("Restricted Common Stock") awarded to the Reporting Person under the

- (1) 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

- (2) 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.

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

- (4) 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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