

DEMARTINO STEVEN A
 Form 4
 February 27, 2019

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 *
 DEMARTINO STEVEN A

2. Issuer Name and Ticker or Trading Symbol
 TRANSCAT TECHNOLOGIES INC [TACT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

ONE HAMDEN CENTER, 2319
 WHITNEY AVENUE, SUITE 3B

3. Date of Earliest Transaction (Month/Day/Year)
 02/25/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President, CFO, Treas. & Secr.

(Street)

HAMDEN, CT 06518

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

(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)
Common Stock	02/25/2019		A	(A) 4,600 (3)	\$ 0 (1) 57,535	D	
Common Stock	02/25/2019		A	(A) 711 (4)	\$ 0 (2) 58,246	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)

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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. Pr Deriv Secur (Instr	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock Units	(1)	02/25/2019		M	8,574	(1) (1)	Common Stock	8,574	
Restricted Stock Units	(2)	02/25/2019		M	1,325	(2) (2)	Common Stock	1,325	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEMARTINO STEVEN A ONE HAMDEN CENTER 2319 WHITNEY AVENUE, SUITE 3B HAMDEN, CT 06518			President, CFO, Treas. & Secr.	

Signatures

Steven A.
DeMartino 02/27/2019

**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) Represents Deferred Stock Units granted on February 25, 2016 that have converted to common stock on a one-for-one basis.
- (2) Shares of Restricted Stock Units issued on February 25, 2016 pursuant to the Company's 2014 Equity Incentive Plan, vesting 25% annually commencing on the first anniversary of the date of grant that have converted to common stock on a one-for-one basis.
- (3) Mr. DeMartino relinquished 3,974 shares of common stock of the 8,574 deferred stock units that converted to common stock on February 25, 2019 in order to pay the required income and payroll taxes.
- (4) Mr. DeMartino relinquished 614 shares of common stock of the 1,325 restricted stock units that converted to common stock on February 25, 2019 in order to pay the required income and payroll taxes.

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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