

Benedetti Marco
Form 4
March 05, 2008

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 *
Benedetti Marco

2. Issuer Name and Ticker or Trading Symbol
GREATBATCH, INC. [GB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
9645 WEHRLE DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
03/03/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Corporate Controller

(Street)
CLARENCE, NY 14031

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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|-----------|
| | | | Code | V | Amount (D) or Price | | | | |
| Common | 03/04/2008 | | A | | 2,256 <u>(1)</u> | A | \$ 0 4,808 | D | |
| Common | | | | | | | 930.706 | I | By 401(k) |

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) | Amount or Number of Shares | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|-----------------|--------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee stock options | \$ 37.36 | 03/03/2008 | | A | | 128 (2) | | 12/31/2004 | 02/24/2014 | Common | 128 |
| Employee stock options | \$ 24.66 | 03/03/2008 | | A | | 486 (3) | | 12/31/2005 | 10/18/2015 | Common | 486 |
| Employee stock options | \$ 24.62 | 03/03/2008 | | A | | 160 (4) | | 12/31/2005 | 05/24/2015 | Common | 160 |
| Employee stock options | \$ 20.14 | 03/04/2008 | | A | | 5,423 (5) | | 12/31/2008 | 03/04/2018 | Common | 5,423 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Benedetti Marco 9645 WEHRLE DRIVE CLARENCE, NY 14031 | | | Corporate Controller | |

Signatures

/s/ Christopher J. Thome as attorney-in-fact for Marco F. Benedetti 03/05/2008

__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) Grant of restricted stock pursuant to issuer's Stock Incentive Plan vesting over a four-year period, 50% after the first two years, 25% after the third year and 25% after the fourth year. The vesting will occur on the last calendar day of the appropriate year.
- (2) On February 24, 2004, the reporting person was granted an option to purchase 803 shares of common stock. The option vests in partial installments beginning December 31, 2004, subject to the satisfaction of certain performance criteria. The performance criteria for 128 shares has been met as of March 3, 2008, resulting in the vesting of those shares subject to possible recalculation.

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- On October 18, 2005, the reporting person was granted an option to purchase 3,041 shares of common stock. The option vests in partial
- (3) installments beginning December 31, 2005, subject to the satisfaction of certain performance criteria. The performance criteria for 486 shares has been met as of March 3, 2008, resulting in the vesting of those shares subject to possible recalculation.
- On May 24, 2005, the reporting person was granted an option to purchase 1,000 shares of common stock. The option vests in partial
- (4) installments beginning December 31, 2005, subject to the satisfaction of certain performance criteria. The performance criteria for 160 shares has been met as of March 3, 2008, resulting in the vesting of those shares subject to possible recalculation.
- (5) These non-qualified options vest in four equal installments beginning with 25% on December 31, 2008; 25% on December 31, 2009; 25% on December 31, 2010; and 25% on December 31, 2011.

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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