#### Edgar Filing: GRIFFITHS PHILLIP A - Form 4

<b>GRIFFITHS PHIL</b>	LLIP A									
Form 4	~									
December 27, 200	15									
FORM 4	UNITED	STATES					COMMISSIO	N OMB	2235-0287	
Check this box Washington, D.C. 20549								Number:	January 31,	
if no longer subject to Section 16. Form 4 or	CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					Expires: Estimated burden hou response	2005 average urs per			
Form 5 obligations may continue. See Instruction 1(b). 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 Respon	ses)									
1. Name and Address of Reporting Person <u>*</u> GRIFFITHS PHILLIP A			2. Issuer Name <b>and</b> Ticker or Trading Symbol GSI GROUP INC [GSIG]			5. Relationship of Reporting Person(s) to Issuer				
		A. 1.11 \			L	1	(Check all applicable)			
(Last) (F	First) (I	Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/08/2005				X_ Director 10% Owner Officer (give title Other (specify below) below)			
				. If Amendment, Date Original Filed(Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting Person</li> </ul>			
(City) (S	State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
	nsaction Date h/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8)	Disposed (Instr. 3,	(A) or of (D) 4 and 5) (A) or	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 Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	(D) Price	(mout o und 1)			
Reminder: Report on	a separate line	e for each cla	ass of sec	urities bene	-		-			
					inforr requi	nation cont red to respo ays a curre	pond to the colle ained in this forn ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount o
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)		

	Derivative Security				or Dispose (D) (Instr. 3, 4 and 5)					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Stock Option (right to buy)	\$ 8.83	11/08/2005	А		10,000		12/16/2005 <u>(1)</u>	12/16/2011	Common Stock	10,000

### **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships					
	Director	10% Owner	Officer	Other		
<b>GRIFFITHS PHILLIP A</b>						
	Х					

### Signatures

Phillip Griffiths	12/27/2005			
<u>**</u> 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) On November 8, 2005, the options were exercisale in four equal annual installments. As of December 16, 2005, the options vested in their entirety.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.