

RITTENOUR HARRY T  
Form 4  
March 04, 2008

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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**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 \*  
RITTENOUR HARRY T

(Last) (First) (Middle)

47827 HALYARD DRIVE

(Street)

PLYMOUTH, MI 48170

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
PERCEPTRON INC/MI [PRCP]

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

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President & CEO

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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock                    | 03/03/2008                           |  | M                              | 3,000   | A \$ 6.5  | 3,200  | D                                 |
| Common Stock                    | 03/03/2008                           |  | S                              | 400 <sup>(1)</sup>  | D \$ 11.51  | 2,800  | D                                 |
| Common Stock                    | 03/03/2008                           |  | S                              | 1,134 <sup>(1)</sup>  | D \$ 11.55  | 1,666  | D                                 |
| Common Stock                    | 03/03/2008                           |  | S                              | 100 <sup>(1)</sup>  | D \$ 11.57  | 1,566  | D                                 |
| Common Stock                    | 03/03/2008                           |  | S                              | 66 <sup>(1)</sup>   | D \$ 11.59  | 1,500  | D                                 |

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|              |            |   |                     |   |             |     |   |
|--------------|------------|---|---------------------|---|-------------|-----|---|
| Common Stock | 03/03/2008 | S | 1,200<br><u>(1)</u> | D | \$ 11.6     | 300 | D |
| Common Stock | 03/03/2008 | S | 100 <u>(1)</u>      | D | \$<br>11.62 | 200 | D |

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

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(9-02)

**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. Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                         | Amount or Number of Shares |
|  |  |                                      |  |                                |   | Code   | V   | (A)                           | (D)                        |
| Employee Stock Option (right to buy)       | \$ 6.5   | 03/03/2008                           |  | M                              | 3,000   | <u>(2)</u> 09/01/2013                                    | Common Stock  | 3,000                         |                            |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                 |       |
|--|---------------|-----------|-----------------|-------|
|  | Director      | 10% Owner | Officer         | Other |
| RITTENOUR HARRY T<br>47827 HALYARD DRIVE<br>PLYMOUTH, MI 48170 | X             |           | President & CEO |       |

## Signatures

Sylvia M Smith on behalf of Harry T Rittenour 03/04/2008

\_\_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) Sale of shares pursuant to Rule 10b5-1 Plan adopted on September 13, 2007.

(2) On 09/02/2003, the reporting person was granted an option to purchase 30,000 shares of Common Stock under the 1992 Stock Option Plan, an exempt Plan. The option vests 25% annually on anniversary of grant date.

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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