

PERCEPTRON INC/MI
Form 5
November 13, 2014

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
Neely Rick

(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

47827 HALYARD DRIVE

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
06/30/2014

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

PLYMOUTH, MI 48170

(City) (State) (Zip)

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

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Price			

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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

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Security						of (D) (Instr. 3, 4, and 5)		Expiration Date	Title	Amount or Number of Shares
	(A)	(D)	Date Exercisable			(A)	(D)			
Directors Stock Option (right to buy)	\$ 14.01	02/03/2014	Â	A4	8,000	Â	Â <u>(1)</u>	02/02/2024	Common Stock	8,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Neely Rick 47827 HALYARD DRIVE PLYMOUTH, MI 48170	Â X	Â	Â	Â

Signatures

David W Geiss on behalf of C Richard Neely	11/13/2014
**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).

On February 3, 2014, the reporting person was granted an option to purchase 8,000 shares of Common Stock under the 2004 Stock Incentive Plan, an exempt plan. The shares are exercisable in four equal annual installments beginning February 3, 2015 at an exercise price equal to the fair market value of the Company's Common Stock as of February 3, 2014, expiring ten years from grant date.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.