

CLARKE DAVID
Form 4/A
April 11, 2012

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 *
CLARKE DAVID

2. Issuer Name and Ticker or Trading Symbol
GSI GROUP INC [GSIG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

**C/O GSI GROUP INC., 125
MIDDLESEX TURNPIKE**

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/02/2012

____ Director
 Officer (give title below) _____ Other (specify below)
Vice President

BEDFORD, MA 01730

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
04/04/2012

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) Code V Amount (D) Price			
Common Stock ⁽¹⁾	04/02/2012		M	1,333 A \$ 0	1,333	I	By wife
Common Stock ⁽¹⁾	04/02/2012		S	400 ⁽²⁾ D \$ 12.18 ⁽³⁾	933	I	By wife

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. Price or Value of Underlying Securities (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit <u>(1)</u>	<u>(4)</u>	04/02/2012		M	1,333	<u>(5)</u> <u>(5)</u>	Common Stock	1,333

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CLARKE DAVID C/O GSI GROUP INC. 125 MIDDLESEX TURNPIKE BEDFORD, MA 01730			Vice President	

Signatures

Paula A. Pluta, Atty-in-Fact - POA on file 04/11/2012

**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) Due to administrative oversight, the transactions and holdings reported herein were omitted from the reporting person's Form 4 filed on April 4, 2012. This amendment on Form 4 is being filed solely to report such transactions and holdings.
- (2) Represents GSI Group Inc. common shares sold to pay withholding taxes.
Price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$12.10 to \$12.2142, inclusive. The reporting person undertakes to provide GSI Group Inc., any security holder of GSI Group Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (3) to this Form 4.
- (3) Each Restricted Stock Unit represents the right to receive one GSI Group Inc. common share upon vesting of such Restricted Stock Unit.
- (5) The Restricted Stock Units reported on this Form 4 were settled on April 2, 2012.

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.