SEC Form 4

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FORM 4

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

| 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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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| hours per response: | 0.5 |
|--------------------------|-----|
| Estimated average burden | |

| 1. Name and Addres PELRIN JAN | ss of Reporting Persor | ،* ۱ | 2. Issuer Name and Ticker or Trading Symbol INTEST CORP [INTT] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner | | | | | |
|--------------------------------|------------------------|----------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------|---------------------------------|----------------|--|--|--|
| | | | | N. | Director Officer (give title | Other (specify | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | X | below) | below) | | | |
| C/O INTEST CO | () | | 03/15/2017 | | Executive Vice President | | | | |
| 804 EAST GATE DRIVE, SUITE 200 | | | | | | | | | |
| , | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicabl | | | | | |
| (Street) | | | | Line) | Form filed by One Report | ting Person | | | |
| MT. LAUREL | NJ | 08054 | | | Form filed by More than (| 5 | | | |
| | | | | | Person | She reporting | | | |
| (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) | | | | | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership | |
|---------------------------------|--------------------------------------------|-------------------------------------------------------------|-----------------------------------------|--|-----------|---------------|-------|---------------------------------------------------------------------------|-------------------------------------------------------------------|-----------------------------------------------------|--|
| | | | Code V | | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (Instr. 4) | |
| Common Stock | 03/15/2012 | | Α | | 11,500(1) | Α | \$0 | 63,448 | D | | |
| Common Stock | | | | | | | | 16,189.94 | I ⁽²⁾ | By Plan | |

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. Transa Code (8) | | 5. Numb of Derivati Securiti Acquire (A) or Dispose of (D) (II 3, 4 and | ve es d ed nstr. | 6. Date Exerc Expiration Da (Month/Day/Y | ate | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|-----------------------------------------------------|-----------------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------|------------------------------|---|-------------------------------------------------------------------------------------------------|------------------------------|------------------------------------------------|--------------------|-----------------------------------------------------------------------------------------------|----------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------|--------------------------------------------------------------------|
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Employee Stock Option (right to buy) | \$6.35 | 03/15/2017 | | A | | 34,000 | | (3) | 03/14/2027 | Common Stock | 34,000 | \$0 | 34,000 | D | |

Explanation of Responses:

1. The shares acquired are restricted shares issued pursuant to the Issuer's 2014 Stock Plan and will vest in increments of 25% annually commencing on March 15, 2018.

2. The information in this report is based on information provided by the third-party Trustee of the inTEST Corporation Incentive Savings Plan ("Plan") as of December 31, 2016. Actions by the Trustee of the Plan to maintain overall Plan liquidity targets over time will result in periodic fluctuations in the number of shares of inTEST Common Stock held by the Plan and allocated among the participants of the Plan (including the reporting person), and are not the result of any volitional or discretionary actions of the reporting person.

3. The option vests in four equal installments beginning on March 15, 2018.

/s/ James Pelrin

** Signature of Reporting Person

03/16/2017 Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.