

Benedetti Marco
Form 4
March 08, 2007

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 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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Benedetti Marco

(Last) (First) (Middle)

9645 WEHRLE DRIVE

(Street)

CLARENCE, NY 14031

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
GREATBATCH, INC. [GB]

3. Date of Earliest Transaction
(Month/Day/Year)
03/06/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Corporate Controller

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount (A) or (D)	Price		
Common	03/06/2007		A		1,584 (1)	\$ 0	2,748	D
Common							930.706	I
								By 401(k)

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

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information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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)	
				Code	V	(A)	(D)	Amount or Number of Shares
Employee stock options	\$ 37.36	03/06/2007		A		193 (2)	12/31/2004 02/24/2014	Common 193
Employee stock options	\$ 24.66	03/06/2007		A		730 (3)	12/31/2005 10/18/2015	Common 730
Employee stock options	\$ 24.62	03/06/2007		A		240 (4)	12/31/2005 05/24/2015	Common 240
Employee stock options	\$ 25.5	03/06/2007		A		3,962 (5)	12/31/2007 03/06/2017	Common 3,962

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Benedetti Marco 9645 WEHRLE DRIVE CLARENCE, NY 14031			Corporate Controller	

Signatures

/s/ Christopher J. Thome as attorney-in-fact for Marco F. Benedetti 03/08/2007

____ 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).

Grant of restricted stock pursuant to issuer's Stock Incentive Plan consisting of 1,584 shares of restricted stock over a four-year period,
(1) 50% after the first two years, 25% after the third year and 25% after the fourth year. The vesting will occur on the last calendar day of the appropriate year.

On February 24, 2004, the reporting person was granted an option to purchase 803 shares of common stock. The option vests in partial
(2) installments beginning December 31, 2004, subject to the satisfaction of certain performance criteria. The performance criteria for 193 shares has been met as of March 6, 2007, resulting in the vesting of those shares subject to possible recalculation.

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- On October 18, 2005, the reporting person was granted an option to purchase 3,041 shares of common stock. The option vests in partial
- (3) installments beginning December 31, 2005, subject to the satisfaction of certain performance criteria. The performance criteria for 730 shares has been met as of March 6, 2007, resulting in the vesting of those shares subject to possible recalculation.
- On May 24, 2005, the reporting person was granted an option to purchase 1,000 shares of common stock. The option vests in partial
- (4) installments beginning December 31, 2005, subject to the satisfaction of certain performance criteria. The performance criteria for 240 shares has been met as of March 6, 2007, resulting in the vesting of those shares subject to possible recalculation.
- (5) These non-qualified options vest in four equal installments beginning with 25% on December 31, 2007; 25% on December 31, 2008; 25% on December 31, 2009; and 25% on December 31, 2010.

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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