

GILES MARC T
Form 4
August 24, 2011

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 *
GILES MARC T

(Last) (First) (Middle)
24 INDUSTRIAL PARK ROAD
WEST
(Street)

TOLLAND, CT 06084

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

GERBER SCIENTIFIC INC [GRB]

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

08/22/2011

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) | | | |
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 08/22/2011 | | D | | 92,564 | D | 0 |

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)

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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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Employee Stock Option (right to buy) | \$ 13.97 | 08/22/2011 | | D | 50,000 | 12/05/2009 ⁽²⁾ 12/04/2016 | Common stock |
| Employee Stock Option (right to buy) | \$ 12.69 | 08/22/2011 | | D | 41,515 | 12/22/2006 ⁽²⁾ 12/06/2011 | Common stock |
| Employee Stock Option (right to buy) | \$ 9.89 | 08/22/2011 | | D | 33,300 | 03/16/2007 ⁽²⁾ 06/17/2012 | Common stock |
| Employee Stock Option (right to buy) | \$ 9.5 | 08/22/2011 | | D | 115,000 | 12/01/2010 ⁽²⁾ 11/30/2007 | Common stock |
| Employee Stock Option (right to buy) | \$ 8.99 | 08/22/2011 | | D | 138,000 | ⁽³⁾ 09/25/2018 | Common stock |
| Employee Stock Option (right to buy) | \$ 5.93 | 08/22/2011 | | D | 156,250 | ⁽³⁾ 09/23/2020 | Common stock |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GILES MARC T
24 INDUSTRIAL PARK ROAD WEST X President, CEO
TOLLAND, CT 06084

Signatures

/s/ William V. Grickis, Jr., 08/24/2011
Attorney-in-Fact

__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) Disposed of pursuant to an Agreement and Plan of Merger, dated as of June 10, 2011, among Gerber Scientific, Inc., Vector Knife Holdings (Cayman), Ltd. and Knife Merger Sub, Inc., pursuant to which each share of Gerber Scientific, Inc. has been converted into the right to receive \$11.00 in cash plus a contractual right to receive additional contingent cash consideration payments relating to a patent infringement claim.

(2) Date on which option became vested in full.

(3) Option became fully vested on the effective date of the merger, August 22, 2011.

Each vested option with an exercise price below \$11.00 per share was cancelled and converted into the right to receive (1) cash equal to the product of (a) the difference between \$11.00 and the applicable exercise price of such option and (b) the number of shares of the
(4) Gerber Scientific, Inc. common stock underlying such option, and (2) a contractual right to receive additional contingent cash consideration payments relating to a patent infringement claim. Each vested option with an exercise price above \$11.00 per share was cancelled and converted into a contractual right to receive contingent cash consideration payments relating to a patent infringement claim.

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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