

HOLT ALYN R  
Form SC 13D/A  
May 24, 2011

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

**SCHEDULE 13D/A**

Under the Securities Exchange Act of 1934  
(Amendment No. 3)\*

**inTEST Corporation**

(Name of Issuer)

**Common Stock, par value \$0.01**

(Title of Class of Securities)

**461147 10 0**

(CUSIP Number)

Hugh T. Regan, Jr., Treasurer and Chief Financial Officer

**inTEST Corporation, 804 East Gate Drive, Suite 200, Mt. Laurel, NJ 08054 (856) 505-8800**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

**May 19, 2011**

(Date of Event Which Requires Filing This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f), or Rule 13d-1(g), check the following box.

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Note:

Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

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\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

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The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 461147 10 0

1.	Name of Reporting Persons <b>Alyn R. Holt</b>		
2.	Check the appropriate box if a member of a group (see instructions) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
3.	SEC use only		
4.	Source of Funds (see instructions) <b>PF</b>		
5.	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) _____		
6.	Citizen or Place of Organization <b>U.S.A.</b>		
Number of Shares Beneficially Owned By Each Reporting Person With	7.	Sole Voting Power	<b>1,267,006</b>
	8.	Shared Voting Power	<b>260,000</b>
	9.	Sole Dispositive Power	<b>1,267,006</b>
	10.	Shared Dispositive Power	<b>260,000</b>
11.	Aggregate Amount Beneficially Owned by Each Reporting Person <b>1,527,006</b>		
12.	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (see instructions) <input type="checkbox"/>		
13.	Percent of Class Represented by amount in Row (11)		

	<b>14.7%</b>
14.	Type of Reporting Person*  <b>IN</b>

CUSIP No. 461147 10 0

1.	Name of Reporting Persons  <b>Connie E. Holt</b>		
2.	Check the appropriate box if a member of a group (see instructions)  (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
3.	SEC use only		
4.	Source of Funds (see instructions)  <b>PF</b>		
5.	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) _____		
6.	Citizen or Place of Organization  <b>U.S.A.</b>		
Number of Shares Beneficially Owned By Each Reporting Person With	7.	Sole Voting Power	<b>150,427</b>
	8.	Shared Voting Power	<b>-0-</b>
	9.	Sole Dispositive Power	<b>150,427</b>
	10.	Shared Dispositive Power	<b>-0-</b>
11.	Aggregate Amount Beneficially Owned by Each Reporting Person  <b>150,427</b>		
12.	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (see instructions)  <input type="checkbox"/>		
13.			

	Percent of Class Represented by amount in Row (11) <b>1.5%</b>
14.	Type of Reporting Person* <b>IN</b>

CUSIP No. 461147 10 0

1.	Name of Reporting Persons <b>Kristen Holt Thompson</b>	
2.	Check the appropriate box if a member of a group (see instructions) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC use only	
4.	Source of Funds (see instructions) <b>00</b>	
5.	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) _____	
6.	Citizen or Place of Organization <b>U.S.A.</b>	
Number of Shares Beneficially Owned By Each Reporting Person With	7.	Sole Voting Power <b>178,598</b>
	8.	Shared Voting Power <b>260,000</b>
	9.	Sole Dispositive Power <b>178,598</b>
	10.	Shared Dispositive Power <b>280,000</b>
11.	Aggregate Amount Beneficially Owned by Each Reporting Person <b>458,598</b>	
12.	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (see instructions) <input type="checkbox"/>	

13.	Percent of Class Represented by amount in Row (11)  <b>4.4%</b>
14.	Type of Reporting Person*  <b>IN</b>

CUSIP No. 461147 10 0

1.	Name of Reporting Persons  <b>Holt Charitable Remainder Unitrust u/a Dated 5/22/00</b>		
2.	Check the appropriate box if a member of a group (see instructions)  (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
3.	SEC use only		
4.	Source of Funds (see instructions)  <b>00</b>		
5.	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) _____		
6.	Citizen or Place of Organization  <b>New Jersey</b>		
Number of Shares Beneficially Owned By Each Reporting Person With	7.	Sole Voting Power	<b>115,000</b>
	8.	Shared Voting Power	<b>-0-</b>
	9.	Sole Dispositive Power	<b>115,000</b>
	10.	Shared Dispositive Power	<b>-0-</b>
11.	Aggregate Amount Beneficially Owned by Each Reporting Person  <b>115,000</b>		
12.	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (see instructions)  <input type="checkbox"/>		

13.	Percent of Class Represented by amount in Row (11)  <b>1.1%</b>
14.	Type of Reporting Person*  <b>00</b>

CUSIP No. 461147 10 0

1.	Name of Reporting Persons  <b>Alyn R. Holt Year 2001 Irrevocable Agreement of Trust u/a Dated 10/22/01</b>		
2.	Check the appropriate box if a member of a group (see instructions)  (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
3.	SEC use only		
4.	Source of Funds (see instructions)  <b>00</b>		
5.	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) _____		
6.	Citizen or Place of Organization  <b>New Jersey</b>		
Number of Shares Beneficially Owned By Each Reporting Person With	7.	Sole Voting Power	<b>24,000</b>
	8.	Shared Voting Power	<b>-0-</b>
	9.	Sole Dispositive Power	<b>24,000</b>
	10.	Shared Dispositive Power	<b>-0-</b>
11.	Aggregate Amount Beneficially Owned by Each Reporting Person  <b>24,000</b>		
12.	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (see instructions)  <input type="checkbox"/>		

13.	Percent of Class Represented by amount in Row (11) <b>0.2%</b>
14.	Type of Reporting Person* <b>00</b>

CUSIP No. 461147 10 0

1.	Name of Reporting Persons <b>Alyn R. Holt Trust fbo Kristen Holt Thompson u/a Dated 4/14/03</b>		
2.	Check the appropriate box if a member of a group (see instructions) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
3.	SEC use only		
4.	Source of Funds (see instructions) <b>00</b>		
5.	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) _____		
6.	Citizen or Place of Organization <b>New Jersey</b>		
Number of Shares Beneficially Owned By Each Reporting Person With	7.	Sole Voting Power <b>260,000</b>	
	8.	Shared Voting Power <b>-0-</b>	
	9.	Sole Dispositive Power <b>-0-</b>	
	10.	Shared Dispositive Power <b>260,000</b>	
11.	Aggregate Amount Beneficially Owned by Each Reporting Person <b>260,000</b>		
12.	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (see instructions) <input type="checkbox"/>		

13.	Percent of Class Represented by amount in Row (11)  <b>2.5%</b>
14.	Type of Reporting Person*  <b>00</b>

[Schedule 13D/A](#)  
[Amendment No. 3](#)

The information in this Amendment No. 3 to Schedule 13D (this "Third Amendment") supplements and amends, but is not a complete restatement of, Schedule 13D and Amendments No. 1 and No. 2 to the Schedule 13D (collectively, the "Schedule 13D") filed by the Reporting Persons with the U.S. Securities and Exchange Commission (the "SEC") on May 7, 2010, May 27, 2010, and August 4, 2010, respectively, relating to the common stock, par value \$0.01 per share (the "Common Stock"), of inTEST Corporation. This Third Amendment should be read in conjunction with, and is qualified in its entirety by reference to, the Schedule 13D. Capitalized terms used in this Third Amendment but not otherwise defined have the meaning ascribed to them in the Schedule 13D. This Third Amendment is filed to reflect the execution of new trading plans by the Reporting Persons, to replace the trading plans described in the Schedule 13D, which are expiring.

Item 2. Identity and Background

- a. This Third Amendment is being filed by Alyn R. Holt, Connie E. Holt, Kristen Holt Thompson (collectively, the "Holt Family Members"), the Holt Charitable Remainder Unitrust u/a Dated 5/22/00 (the "2000 Trust"), the Alyn R. Holt Year 2001 Irrevocable Agreement of Trust u/a Dated 10/22/01 (the "2001 Trust"), and the Alyn R. Holt Trust fbo Kristen Holt Thompson u/a Dated 4/14/03 (the "2003 Trust"); the 2000 Trust, the 2001 Trust and the 2003 Trust, collectively, the Holt Trusts; and the Holt Family Members and the Holt Trusts, collectively the "Reporting Persons").

Each of the Reporting Persons beneficially owns shares of the Stock and previously entered into pre-arranged stock trading plans (the "2010 Trading Plans") for the sale of shares owned by each of them. According to their terms, the 2010 Trading Plans will expire on May 25, 2011. The Reporting Persons, desiring to continue to have trading plans in place, entered into new trading plans (the "2011 Trading Plans") on May 19, 2011. The broker instructions under the 2011 Trading Plans will not commence until after the expiration of the 2010 Trading Plans. The terms of the 2011 Trading Plans are substantially the same as the terms of the 2010 Trading Plans. The 2010 Trading Plans and the 2011 Trading Plans are also referred to below as the "Trading Plans".

Under the Trading Plans, the sellers have specified a program for selling shares at certain prices and at certain times. Such sales will commence when the trading price of the stock reaches \$8.00 per share. At the time the 2011 Trading Plans were entered into, the stock was trading around \$3.45 per share and had recently traded as high as \$4.33 per share. Additional sales will be triggered by higher trading prices, provided that, if prior to September 19, 2011, the trading price per share of the Common Stock has not exceeded \$8.00 per share, then the trigger price for all shares under the Trading Plans will be \$8.00 per share.



All such sales will be conducted in accordance with Rule 144 under the Securities Act. Rule 144 imposes a volume limitation on the sales of shares by Mr. Holt and related persons during any three month period, which limitation will be applicable to the aggregate sales under these Trading Plans. The volume limitation is currently equal to the greater of (i) 1% of the total number of shares of the Company's stock outstanding (which would equal 103,646 shares based upon the number of shares outstanding as of May 16, 2011) or (ii) the average of the weekly reported volume of trading reported by NASDAQ during the four calendar weeks preceding the sales (which would equal 72,927 shares based upon the volume of trading reported during the four calendar weeks ending on May 13, 2011). The volume limitation may increase or decrease in the future depending upon the average trading volume of the shares during the four week period prior to any sale or the number of shares outstanding at such time.

The respective Trading Plans have substantially the same terms, and sales of shares under the Trading Plans will be allocated among the Reporting Persons for purposes of complying with the aggregate volume limitation under Rule 144. As a result, the Reporting Persons may be deemed to be a "group" within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The agreement among the Reporting Persons to file this Schedule 13D jointly in accordance with Rule 13d-1(k) of the Exchange Act was filed with the Schedule 13D as Exhibit 99.1 on May 7, 2010. Each of the Reporting Persons disclaims beneficial ownership (within the meaning of Rule 13d-3 under the Exchange Act) of all of the shares that may be deemed to be beneficially owned by it except with respect to any shares directly owned by the respective Reporting Person or for which the Reporting Person has investment power over as trustee. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission that any of the Reporting Persons is the beneficial owner of any shares not directly owned by the respective Reporting Person.

The foregoing is a general description of the terms and conditions of the Trading Plans and is qualified in its entirety by the full text of the Trading Plans. The form of the 2011 Trading Plan is filed herewith as Exhibit 99.3.

- b. The principal business address for each member of the Reporting Persons is: c/o inTEST Corporation, 804 East Gate Dr., Suite 200, Mt. Laurel, NJ 08054.
- c. Alyn R. Holt is the Executive Chairman of the Corporation. Connie E. Holt is retired. Kristen Holt Thompson is not employed.
- d. During the last five years, none of the Reporting Persons has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- e. During the last five years, none of the Reporting Persons was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.
- f. Each of the Holt Family Members is a citizen of the U.S.A. Each of the Holt Trusts was formed under the laws of the State of New Jersey.

Exhibit 99.1 Joint Filing Agreement dated May 7, 2010, by and among the Reporting Persons\*  
Exhibit 99.2 Power of Attorney\*  
Exhibit 99.3 Form of 2011 Trading Plans

\* Indicates document previously filed as an exhibit to the Schedule 13D filed on May 7, 2010 and incorporated herein by reference.

### SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: May 24, 2011

By: /s/ Hugh T. Regan, Jr.,  
Attorney-in-Fact for Alyn R. Holt  
Alyn R. Holt

By: /s/ Hugh T. Regan, Jr., Attorney-in-Fact for Alyn R. Holt,  
Trustee of Holt Charitable Remainder Unitrust  
Alyn R. Holt, Trustee  
Holt Charitable Remainder Unitrust

By: /s/ Hugh T. Regan, Jr.,  
Attorney-in-Fact for Connie E. Holt  
Connie E. Holt

By: /s/ Hugh T. Regan, Jr., Attorney-in-Fact for Alyn R. Holt, Trustee of Alyn R. Holt Year 2001 Irrevocable Agreement of Trust  
Year 2001 Irrevocable Agreement of Trust  
Alyn R. Holt, Trustee  
Alyn R. Holt Year 2001 Irrevocable Agreement of Trust

By: /s/ Hugh T. Regan, Jr.,  
Attorney-in-Fact for Kristen Holt Thompson  
Kristen Holt Thompson

By: /s/ Hugh T. Regan, Jr., Attorney-in-Fact for Kristen Holt Thompson, Trustee of  
Alyn R. Holt Trust fbo Kristen Holt Thompson  
Kristen Holt Thompson, Trustee  
Alyn R. Holt Trust fbo Kristen Holt Thompson