

ALLIED MOTION TECHNOLOGIES INC
 Form 5
 February 14, 2006

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
WARZALA RICHARD S

 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
ALLIED MOTION TECHNOLOGIES INC [AMOT]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 President

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2005

ALLIED MOTION TECHNOLOGIES INC., 23 INVERNESS WAY EAST, STE. 150

(Street)

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

6. Individual or Joint/Group Reporting
 (check applicable line)

ENGLEWOOD, CO 80112

(City) (State) (Zip)

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) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|-----------------------------------|
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 35,450 ⁽¹⁾ | D | ^ |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 2,000 | I | By Children |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 3,658 ⁽²⁾ | I | By ESOP Trust |

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title Amount of Number of Shares |
| Options (Right to Buy) | \$ 2.75 | Â | Â | Â | Â Â | 10/25/2001 10/25/2011 | Common Stock 50,000 |
| Options (Right to Buy) | \$ 2.62 | Â | Â | Â | Â Â | 05/01/2003 ⁽³⁾ 05/01/2009 | Common Stock 150,000 |
| Options (Right to Buy) | \$ 2.4 | Â | Â | Â | Â Â | 07/01/2003 ⁽⁴⁾ 07/01/2009 | Common Stock 200,000 |
| Options (Right to Buy) | \$ 1.77 | Â | Â | Â | Â Â | 02/13/2003 02/13/2010 | Common Stock 40,000 |
| Options (Right to Buy) | \$ 4.27 | Â | Â | Â | Â Â | 12/31/2004 04/21/2011 | Common Stock 60,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| WARZALA RICHARD S ALLIED MOTION TECHNOLOGIES INC. 23 INVERNESS WAY EAST, STE. 150 ENGLEWOOD,Â COÂ 80112 | Â | Â | Â President | Â |

Signatures

Susan M. Chiarmonte, Attorney-in-Fact for Richard S.
Warzala

02/14/2006

__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) Includes 15,000 restricted shares granted pursuant to the Company's Year 2000 Stock Incentive Plan.
 - (2) Includes additional shares allocated to the Reporting Person's Employee Stock Ownership Plan account.
 - (3) Exercisable one-third on May 1, 2003, one-third on May 1, 2004 and one-third on May 1, 2005.
 - (4) Exercisable one-third on July 1, 2003, one-third on July 1, 2004 and one-third on July 1, 2005.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.