PERCEPTRON INC/MI

Form 4

September 06, 2007

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number:

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Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading DECOCCO PHILIP J Issuer Symbol PERCEPTRON INC/MI [PRCP] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction X_ Director (Month/Day/Year) 10% Owner Other (specify Officer (give title 47827 HALYARD DRIVE 09/04/2007 below) (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting PLYMOUTH, MI 48170 Person (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)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)	(========	(======,
Common Stock	09/04/2007(1)		A	700	A	\$ 11.78	37,224	D	

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	(Month/Day/Year) Execution Date, if Transaction Derivany Code Securities (Month/Day/Year) (Instr. 8) Acquires (A) or Disposes (D)		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,	6. Date Exer Expiration D (Month/Day)	ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Directors Stock Option (right to buy)	\$ 11.78	09/04/2007		A	8,000	(2)	09/04/2017	Common Stock	8,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
DECOCCO PHILIP J 47827 HALYARD DRIVE PLYMOUTH, MI 48170	X					

Signatures

Sylvia M Smith on behalf of Philip J DeCocco

09/06/2007

**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).
- (1) On September 4, 2007, the reporting person received 700 shares in lieu of his Board Compensation pursuant to the Directors Stock Purchase Rights under the 2004 Stock Incentive Plan, an exempt plan.
- On September 4, 2007, the reporting person was granted an option to purchase 8,000 shares of Common Stock under the 2004 Stock (2) Incentive Plan, an exempt plan. The shares are exercisable as follows: 2,000 shares exercisable on 09/04/2008, 2,000 shares exercisable on 09/04/2009, 2,000 shares exercisable on 09/04/2011.

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

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