

RYAN MARY T
Form 4
October 26, 2010

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
RYAN MARY T

(Last) (First) (Middle)

ATC TECHNOLOGY
CORPORATION, 1400 OPUS
PLACE SUITE 600

(Street)

DOWNERS GROVE, IL 60515

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ATC Technology CORP [ATAC]

3. Date of Earliest Transaction
(Month/Day/Year)
10/22/2010

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)
Vice President

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 Stock	10/22/2010		D ⁽¹⁾		10,531	D	\$ 25 0	D
Common Stock	10/22/2010		D ⁽¹⁾		763	D	\$ 25 0	I Held by IRA

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
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(9-02)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option to purchase common stock	\$ 22.9	10/22/2010		D ⁽²⁾	25,000	05/08/2005 05/08/2012	Common Stock 25,000
Option to purchase common stock	\$ 14.9	10/22/2010		D ⁽²⁾	10,000	05/12/2007 05/12/2014	Common Stock 10,000
Option to purchase common stock	\$ 15.85	10/22/2010		D ⁽²⁾	11,250	12/02/2005 06/02/2015	Common Stock 11,250
Option to purchase common stock	\$ 24.69	10/22/2010		D ⁽²⁾	8,437	06/01/2009 06/01/2016	Common Stock 8,437
Option to purchase common stock	\$ 22.02	10/22/2010		D ⁽²⁾	8,119	06/03/2009 ⁽³⁾ 06/03/2018	Common Stock 8,119
Option to purchase common stock	\$ 15.01	10/22/2010		D ⁽²⁾	11,812	06/03/2010 ⁽⁴⁾ 06/03/2019	Common Stock 11,812
Option to purchase common stock	\$ 17.22	10/22/2010		D ⁽²⁾	9,350	06/10/2011 ⁽⁵⁾ 06/10/2020	Common Stock 9,350

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

RYAN MARY T
ATC TECHNOLOGY CORPORATION
1400 OPUS PLACE SUITE 600
DOWNERS GROVE, IL 60515

Vice
President

Signatures

/s/ Mary T.
Ryan

10/26/2010

__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 Agreement and Plan of Merger dated as of July 18, 2010, as amended, by and among the Issuer, Transformers Merger Sub, Inc. and GENCO Distribution System, Inc.

Cancelled pursuant to Agreement and Plan of Merger dated as of July 18, 2010, as amended, by and among the Issuer, Transformers
- (2) Merger Sub, Inc. and GENCO Distribution System, Inc. in exchange for an amount in cash per share equal to the excess of \$25.00 over the exercise price per share of the options.
- (3) These options, which provided for vesting annually in 1/3 increments beginning on 6/3/2009, were accelerated upon the closing of the merger between the Issuer and GENCO Distribution System, Inc.
- (4) These options, which provided for vesting annually in 1/3 increments beginning on 6/3/2010, were accelerated upon the closing of the merger between the Issuer and GENCO Distribution System, Inc.
- (5) These options, which provided for vesting annually in 1/3 increments beginning on 6/10/2011, were accelerated upon the closing of the merger between the Issuer and GENCO Distribution System, Inc.

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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