

ATC Technology CORP

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
PRENDERGAST S LAWRENCE

(Last) (First) (Middle)

618 VAN BEUREN ROAD

(Street)

MORRISTOWN, NJ 07960

(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
☐ Officer (give title below) ☐ Other (specify below)

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)
Common Stock	10/22/2010		D ⁽¹⁾	12,000	D \$ 25 0	D	

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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SEC 1474
(9-02)

**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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to purchase common stock	\$ 14.9	10/22/2010		D ⁽²⁾		20,000		05/12/2007	05/12/2014	Common Stock	20,000
Option to purchase common stock	\$ 15.85	10/22/2010		D ⁽²⁾		7,500		12/02/2005	06/02/2015	Common Stock	7,500
Option to purchase common stock	\$ 24.69	10/22/2010		D ⁽²⁾		4,500		06/01/2009	06/01/2016	Common Stock	4,500
Option to purchase common stock	\$ 22.59	10/22/2010		D ⁽²⁾		6,000		06/04/2009 ⁽³⁾	06/04/2018	Common Stock	6,000
Option to purchase common stock	\$ 15.01	10/22/2010		D ⁽²⁾		6,000		06/03/2010 ⁽⁴⁾	06/03/2019	Common Stock	6,000
Option to purchase common stock	\$ 17.22	10/22/2010		D ⁽²⁾		7,000		06/10/2011 ⁽⁵⁾	06/10/2020	Common Stock	7,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PRENDERGAST S LAWRENCE 618 VAN BEUREN ROAD MORRISTOWN, NJ 07960	X			

Signatures

/s/ S. Lawrence
Prendergast

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 6/4/2009, 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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