

INTEST CORP
Form 4
August 28, 2014

FORM 4

**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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HOLT ALYN R

(Last) (First) (Middle)

C/O INTEST CORP, 804 EAST GATE DR., SUITE 200

(Street)

MT. LAUREL, NJ 08054

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
INTEST CORP [INTT]

3. Date of Earliest Transaction (Month/Day/Year)
08/28/2014

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)
Executive Chairman / Member of 10% 13d Group

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 08/28/2014 | | S | 718 D \$ 4.63 | 5,532 | I ⁽¹⁾ | By 2001 Trust |
| Common Stock | | | | | 1,128,006 | D ⁽²⁾ | |
| Common Stock | | | | | 150,427 | I ⁽³⁾ | By Spouse |
| Common Stock | | | | | 178,598 | I ⁽⁴⁾ | By Daughter |
| Common Stock | | | | | 260,000 | I ⁽⁵⁾ | By 2003 Trust |

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Common Stock 115,000 I (6) By 2000 Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------|-------------------------|
| | Director | 10% Owner | Officer | Other |
| HOLT ALYN R C/O INTEST CORP 804 EAST GATE DR., SUITE 200 MT. LAUREL, NJ 08054 | X | X | Executive Chairman | Member of 10% 13d Group |

Signatures

/s/ Hugh T. Regan, Jr., Attorney-in-Fact for Alyn R. Holt 08/28/2014

**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) These shares are owned solely by the Alyn R. Holt 2001 Irrevocable Agreement of Trust u/a dated 10/22/01 ("2001 Trust") of which Mr. Holt Special Investment Trustee. Mr. Holt has no pecuniary interest in these shares. Accordingly, the reporting person disclaims beneficial ownership of these shares, and this report shall not be deemed to be an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

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(2) These shares are owned solely by Alyn R. Holt. Mr. Holt is a member of a "13d group" with Connie E. Holt, Kristen Holt Thompson, the Alyn R. Holt Trust fbo Kristen Holt Thompson u/a dated 4/14/03 ("2003 Trust"), and the Holt Charitable Remainder Unitrust u/a dated 5/22/00 ("2000 Trust") for purposes of Section 13(d) of the Exchange Act. The 2001 Trust is no longer a part of this 13d group.

(3) These shares are owned solely by the reporting person's spouse, and this report shall not be deemed to be an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

(4) These shares are owned solely by the reporting person's daughter. The reporting person gained attributable beneficial ownership in the shares when his daughter moved into his household. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed to be an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

(5) These shares are owned solely by the 2003 Trust established for the benefit of the reporting person's daughter. The reporting person gained attributable ownership in the shares when his daughter moved into his household. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed to be an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

(6) These shares are owned solely by the 2000 Trust. The reporting person reports beneficial ownership of the shares in the Trust due solely to the interest of his spouse therein, and this report shall not be deemed to be an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

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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