

# GREATBATCH, INC.

## FORM 3

(Initial Statement of Beneficial Ownership)

Filed 11/13/2006 For Period Ending 11/2/2006

Address	9645 WEHRLE DRIVE CLARENCE, New York 14031
Telephone	716-759-5600
CIK	0001114483
Industry	Electronic Instr. & Controls
Sector	Technology
Fiscal Year	12/31

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# FORM 3

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

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## INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement (MM/DD/YYYY)		3. Issuer Name <b>and</b> Ticker or Trading Symbol		
<b>Campbell Susan H</b>			<b>11/2/2006</b>		<b>GREATBATCH, INC. [GB]</b>		
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
<b>9645 WEHRLE DRIVE</b>			<input type="checkbox"/> Director <span style="margin-left: 150px;"><input type="checkbox"/> 10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="margin-left: 100px;"><input type="checkbox"/> Other (specify below)</span> <b>VP, Medical Power Group /</b>				
(Street)			5. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>CLARENCE, NY 14031</b>					<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City)	(State)	(Zip)					

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<b>Common</b>	<b>200</b> (1)	<b>D</b>	
<b>Common</b>	<b>700</b> (2)	<b>D</b>	
<b>Common</b>	<b>1644</b> (3)	<b>D</b>	
<b>Common</b>	<b>1537</b> (4)	<b>D</b>	
<b>Common</b>	<b>1022</b>	<b>I</b>	<b>By 401(k)</b>

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<b>Employee stock options</b>	<b>12/31/2003</b> (5)	<b>5/9/2013</b>	<b>Common</b>	<b>2287</b>	<b>\$33.78</b>	<b>D</b>	
<b>Employee stock options</b>	<b>12/31/2003</b> (6)	<b>7/1/2013</b>	<b>Common</b>	<b>3750</b>	<b>\$35.70</b>	<b>D</b>	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<b>Employee stock options</b>	<b>12/31/2004</b> (7)	<b>7/1/2014</b>	<b>Common</b>	<b>2800</b>	<b>\$27.50</b>	<b>D</b>	
<b>Employee stock options</b>	<b>12/31/2004</b> (8)	<b>10/5/2014</b>	<b>Common</b>	<b>2500</b>	<b>\$17.77</b>	<b>D</b>	
<b>Employee stock options</b>	<b>12/31/2005</b> (9)	<b>3/31/2015</b>	<b>Common</b>	<b>6920</b>	<b>\$18.24</b>	<b>D</b>	
<b>Employee stock options</b>	<b>12/31/2006</b> (10)	<b>2/12/2016</b>	<b>Common</b>	<b>7686</b>	<b>\$25.22</b>	<b>D</b>	

**Explanation of Responses:**

- (1) Grant of restricted stock pursuant to issuer's 2002 Restricted Stock Plan consisting of 200 shares of restricted stock vesting on the earlier to occur of (i) the date of the filing with the SEC of the issuer's audited financial statements relating to the first year in which the issuer's diluted Earnings Per Share exceeds \$2.40 per share or (ii) in full on the seventh anniversary of the date of the grant (November 1, 2010).
- (2) Grant of restricted stock pursuant to issuer's 2002 Restricted Stock Plan consisting of 700 shares of restricted stock vesting on the earlier to occur of (i) the date of the filing with the SEC of the issuer's audited financial statements relating to the first year in which the issuer's diluted Earnings Per Share exceeds \$2.88 per share or (ii) in full on the seventh anniversary of the date of the grant (October 1, 2011).
- (3) Grant of restricted stock pursuant to issuer's 2002 Restricted Stock Plan consisting of 1,644 shares of restricted stock vesting over a four-year period, 50% after the first two years, 25% after the third year and 25% after the fourth year. The vesting will occur on the last calendar day of the appropriate year.
- (4) Grant of restricted stock pursuant to issuer's Stock Incentive Plan consisting of 1,537 shares of restricted stock over a four-year period, 50% after the first two years, 25% after the third year and 25% after the fourth year. The vesting will occur on the last calendar day of the appropriate year.
- (5) On May 9, 2003, the reporting person was granted an option to purchase 3,552 shares of common stock. The option vests in partial installments beginning December 31, 2003, subject to satisfaction of certain performance criteria by the issuer. The performance criteria for 2,287 shares has been met resulting in the vesting of those shares.
- (6) This option became exercisable as to 1,250 shares on December 31, 2003; 1,250 shares on December 31, 2004; and 1,250 shares on December 31, 2005.
- (7) This option became exercisable as to 933 shares on December 31, 2004; 933 shares on December 31, 2005; and 934 shares on December 31, 2006.
- (8) This option becomes exercisable as to 833 shares on December 31, 2004; 833 shares on December 31, 2005; and 834 shares on December 31, 2006.
- (9) These non-qualified options vest in four equal installments beginning with 25% on December 31, 2005; 25% on December 31, 2006; 25% on December 31, 2007; and 25% on December 31, 2008.
- (10) This option vests in four equal installments on December 31, 2006; December 31, 2007; December 31, 2008; and December 31, 2009.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Campbell Susan H 9645 WEHRLE DRIVE CLARENCE, NY 14031</b>			<b>VP, Medical Power Group</b>	

**Signatures**

/s/ Christopher J. Thome as attorney-in-fact for Susan H. Campbell

11/13/2006

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

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

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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**LIMITED POWER OF ATTORNEY FOR  
SECTION 16 REPORTING OBLIGATIONS**

Know all by these presents, that the undersigned's hereby makes, constitutes and appoints Thomas J. Mazza, Marco F. Benedetti and Christopher J. Thome as the undersigned's true and lawful attorney-in-fact, with full power and authority as hereinafter described on behalf of and in the name, place and stead of the undersigned to:

- (1) prepare, execute, acknowledge, deliver and file Forms 3, 4, and 5 (including any amendments thereto) with respect to the securities of Greatbatch, Inc., a Delaware corporation (the "Company"), with the United States Securities and Exchange Commission, any national securities exchanges and the Company, as considered necessary or advisable under Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder, as amended from time to time (the "Exchange Act");
- (2) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to the undersigned and approves and ratifies any such release of information; and
- (3) perform any and all other acts which in the discretion of such attorney-in-fact are necessary or desirable for and on behalf of the undersigned in connection with the foregoing.

The undersigned acknowledges that:

- (1) this Power of Attorney authorizes, but does not require, such attorney-in-fact to act in their discretion on information provided to such attorney-in-fact without independent verification of such information;
- (2) any documents prepared and/or executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney will be in such form and will contain such information and disclosure as such attorney-in-fact, in his or her discretion, deems necessary or desirable;
- (3) neither the Company nor such attorney-in-fact assumes (i) any liability for the undersigned's responsibility to comply with the requirement of the Exchange Act, (ii) any liability of the undersigned for any failure to comply with such requirements, or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act; and
- (4) this Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under the Exchange Act, including without limitation the reporting requirements under Section 16 of the Exchange Act.

The undersigned hereby gives and grants the foregoing attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or appropriate to be done in and about the foregoing matters as fully to all intents and purposes as the undersigned might or could do if present, hereby ratifying all that such attorney-in-fact of, for and on behalf of the undersigned, shall lawfully do or cause to be done by virtue of this Limited Power of Attorney.

This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to such attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 8th day of November, 2006.

*/s/ Susan H. Campbell*  
*Signature*

Susan H. Campbell  
Print Name

**STATE OF NEW YORK**

**COUNTY OF ERIE**

On this 8th day of November, 2006, Susan H. Campbell personally appeared before me, and acknowledged that s/he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

*/s/ Linda DiSanto*  
*Notary Public*

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My Commission Expires: 1/31/2007