GREATBATCH, INC.

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

Form 5

Form 4

February 15, 2006

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

2. Issuer Name and Ticker or Trading

OMB Number:

5. Relationship of Reporting Person(s) to

3235-0287

0.5

January 31, Expires: 2005

**OMB APPROVAL** 

Estimated average burden hours per

response...

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Common

stock

(Print or Type Responses)

1. Name and Address of Reporting Person \*

02/13/2006

SODERBERG PETER H		Symbol GREATRATCH INC [GR]		Issuer				
(First) (M		3. Date of Earliest Transaction			(Check all applicable)			
RLE DRIVE	`	•		_X_ Director Officer (give below)		Owner or (specify		
(Street)		, e	al	<ul><li>6. Individual or Joint/Group Filing(Chec</li><li>Applicable Line)</li><li>_X_ Form filed by One Reporting Person</li></ul>				
E, NY 14031				Form filed by N Person	More than One Re	porting		
(State)	(Zip) Tabl	e I - Non-Derivativ	e Securities Acq	quired, Disposed of	f, or Beneficial	ly Owned		
	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction(A) or I Code (Instr. 3 (Instr. 8)	Disposed of (D) 3, 4 and 5) (A) or	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)		
	(First) (NRLE DRIVE (Street) E, NY 14031 (State)	GREAT  (First) (Middle) 3. Date of (Month/D)  RLE DRIVE 02/13/20  (Street) 4. If Ame Filed(More E, NY 14031  (State) (Zip) Table 2. Transaction Date (Month/Day/Year) Execution Date, if any	GREATBATCH, INC. [  (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)  RLE DRIVE 02/13/2006  (Street) 4. If Amendment, Date Origin Filed(Month/Day/Year)  E, NY 14031  (State) (Zip) Table I - Non-Derivative  2. Transaction Date 2A. Deemed 3. 4. Secut (Month/Day/Year) Execution Date, if Transaction(A) or I any Code (Instr. 3) (Month/Day/Year) (Instr. 8)	GREATBATCH, INC. [GB]  (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)  RLE DRIVE 02/13/2006  (Street) 4. If Amendment, Date Original Filed(Month/Day/Year)  E, NY 14031  (State) (Zip) Table I - Non-Derivative Securities Acquired (Month/Day/Year)  2. Transaction Date (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) any Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)	GREATBATCH, INC. [GB]  (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)X Director (Month/Day/Year) Officer (give below)  (Street) 4. If Amendment, Date Original 6. Individual or Journal Filed(Month/Day/Year) Applicable Line)X Form filed by Mark Derivative Securities Acquired, Disposed of Mark Day/Year)  (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities any Code (Instr. 3, 4 and 5) Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) or (Instr. 3 and 4)	GREATBATCH, INC. [GB]  (First) (Middle) 3. Date of Earliest Transaction  (Month/Day/Year)		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

D

1,510

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: GREATBATCH, INC. - Form 4

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	orcise of utive	3A. Deemed Execution Date, if any (Month/Day/Year)	4. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securition (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Shares

Α

3,300

02/13/2006(2) 02/13/2016 Common

3,30

# **Reporting Owners**

\$ 25.22

Reporting Owner Name / Address	Relationships				
reporting Owner Hume / Hudress	Director	10% Owner	Officer	Other	
SODERBERG PETER H 9645 WEHRLE DRIVE CLARENCE, NY 14031	X				

02/13/2006

### **Signatures**

02/13/2006

/s/ Ernest J. Norman as attorney-in-fact for Peter H.
Soderberg

02/15/2006

\*\*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) Grant of restricted stock pursuant to issuer's Stock Incentive Plan consisting of 680 shares of restricted stock which fully vest at time of award.
- (2) This option fully vests at time of award.

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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