

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>PRINCE EUGENE E</u>  (Last) (First) (Middle) ALLIED MOTION TECHNOLOGIES INC. 23 INVERNESS WAY EAST, STE. 150  (Street) ENGLEWOOD CO 80112  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ALLIED MOTION TECHNOLOGIES INC</u> [ AMOT ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 08/11/2005	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	08/11/2005		M		12,000	A	\$1.875	679,084 <sup>(3)</sup>	D	
Common Stock								88,800	I	By Family Trust <sup>(1)</sup>

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Options (Right to Buy)	\$1.875	08/11/2005		M		12,000		08/13/1999 <sup>(2)</sup>	08/13/2005	Common Stock	12,000	\$0	0	D	
Options (Right to Buy)	\$4.83							10/26/2001 <sup>(2)</sup>	10/26/2010	Common Stock	15,000		15,000	D	
Options (Right to Buy)	\$3.2							08/16/2002 <sup>(2)</sup>	08/16/2011	Common Stock	5,000		5,000	D	
Options (Right to Buy)	\$1.77							02/13/2004 <sup>(2)</sup>	02/13/2010	Common Stock	5,000		5,000	D	
Options (Right to Buy)	\$4.27							12/31/2004	04/21/2011	Common Stock	6,000		6,000	D	
Options (Right to Buy)	\$6.36							12/31/2004	07/21/2011	Common Stock	4,000		4,000	D	
Options (Right to Buy)	\$2.8125							08/15/1997 <sup>(2)</sup>	08/15/2006	Common Stock	67,500		67,500	D	

**Explanation of Responses:**

- The Reporting Person's spouse is the trustee of this trust for the benefit of the Reporting Person's children. The Reporting Person disclaims beneficial ownership of these shares.
- Exercisable 1/3 on the first anniversary of the date of grant, 1/3 on the second anniversary of the date of grant and 1/3 on the third anniversary of the date of grant.
- Includes 1,250 shares of restricted stock granted under the Company's Year 2000 Stock Incentive Plan.

By: Susan M. Chiarmonte,  
Attorney-in-Fact for Eugene E. Prince 08/12/2005  
Prince

\*\* Signature of Reporting Person Date

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 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

