

**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
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1. Name and Address of Reporting Person* <u>Prince Eugene E</u>  (Last) (First) (Middle) <u>C/O ALLIED MOTION TECHNOLOGIES INC.</u> <u>23 INVERNESS WAY EAST, STE. 150</u>  (Street) <u>ENGLEWOOD CO 80112</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ALLIED MOTION TECHNOLOGIES INC</u> [ <u>AMOT</u> ]	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) <u>03/31/2006</u>	
	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	03/31/2006		A		1,000	A	(1)	680,084 <sup>(2)</sup>	D	
Common Stock								88,800	I	By Family Trusts <sup>(3)</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					
Options (Right to Buy)	\$2.8125							(4)	08/14/2006	Common Stock	67,500	67,500	D	
Options (Right to Buy)	\$4.83							(4)	10/25/2010	Common Stock	15,000	15,000	D	
Options (Right to Buy)	\$3.2							(4)	08/15/2011	Common Stock	5,000	5,000	D	
Options (Right to Buy)	\$1.77							(4)	02/12/2010	Common Stock	5,000	5,000	D	
Options (Right to Buy)	\$4.27							(4)	04/20/2011	Common Stock	6,000	6,000	D	
Options (Right to Buy)	\$6.36							(4)	07/20/2011	Common Stock	4,000	4,000	D	

**Explanation of Responses:**

- Grant of restricted shares pursuant to the Company's Year 2000 Stock Incentive Plan. These restricted shares vest one-third on March 31, 2007, one-third on March 31, 2008 and one-third on March 31, 2009.
- Includes an additional 1,250 shares of restricted stock granted under the Company's Year 2000 Stock Incentive Plan that have not yet vested.
- The Reporting Person's spouse is the trustee of trusts for the benefit of the Reporting Person's children. The Reporting Person disclaims beneficial ownership of these shares.
- All of the options are currently exercisable.

**Remarks:**

Susan M. Chiarmonte,  
Attorney-in-Fact for Eugene E. Prince 04/03/2006  
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.

**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 Number.**