

GREATBATCH, INC.
 Form 3
 November 13, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

| | | | | |
|---|----------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Bratton Susan M | | (Month/Day/Year) | GREATBATCH, INC. [GB] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 11/02/2006 | | |
| 9645 WEHRLE DRIVE | | | (Check all applicable) | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | (Street) | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| CLARENCE,Â NYÂ 14031 | | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | (give title below) (specify below) | |
| | | | VP, Commercial Power | |

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) |
|---------------------------------|---|--|---|
| Common | 200 ⁽¹⁾ | D | Â |
| Common | 200 ⁽²⁾ | D | Â |
| Common | 200 ⁽³⁾ | D | Â |
| Common | 1,690 ⁽⁴⁾ | D | Â |
| Common | 1,537 ⁽⁵⁾ | D | Â |
| Common | 46,351 | D | Â |
| Common | 3,109 | I | By 401(k) |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 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 | | | |
| Employee stock options | 12/31/2001 ⁽⁶⁾ | 02/05/2011 | Common | 1,350 | \$ 20.64 | D | Â |
| Employee stock options | 01/01/2002 ⁽⁷⁾ | 01/01/2011 | Common | 1,178 | \$ 28.25 | D | Â |
| Employee stock options | 12/31/1997 ⁽⁸⁾ | 09/16/2007 | Common | 4,500 | \$ 5 | D | Â |
| Employee stock options | 12/31/1999 ⁽⁹⁾ | 12/31/2008 | Common | 1,620 | \$ 15 | D | Â |
| Employee stock options | 12/31/1999 ⁽¹⁰⁾ | 09/24/2009 | Common | 402 | \$ 15 | D | Â |
| Employee stock options | 01/01/2001 ⁽¹¹⁾ | 01/01/2010 | Common | 1,880 | \$ 15 | D | Â |
| Employee stock options | 12/31/2000 ⁽¹²⁾ | 02/16/2010 | Common | 1,000 | \$ 15 | D | Â |
| Employee stock options | 12/31/2001 ⁽¹³⁾ | 05/18/2011 | Common | 3,477 | \$ 32.48 | D | Â |
| Employee stock options | 12/31/2002 ⁽¹⁴⁾ | 01/01/2012 | Common | 2,037 | \$ 25.82 | D | Â |
| Employee stock options | 12/31/2002 ⁽¹⁵⁾ | 07/26/2012 | Common | 5,000 | \$ 25.36 | D | Â |
| Employee stock options | 12/31/2004 ⁽¹⁶⁾ | 07/01/2014 | Common | 5,600 | \$ 27.5 | D | Â |
| Employee stock options | 12/31/2005 ⁽¹⁷⁾ | 03/31/2015 | Common | 7,112 | \$ 18.24 | D | Â |
| Employee stock options | 12/31/2003 ⁽¹⁸⁾ | 07/01/2013 | Common | 5,000 | \$ 35.7 | D | Â |
| Employee stock options | 12/31/2006 ⁽¹⁹⁾ | 02/12/2016 | Common | 7,686 | \$ 25.22 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

Bratton Susan M
 9645 WEHRLE DRIVE Â Â Â VP, Commercial Power Â
 CLARENCE,Â NYÂ 14031

Signatures

/s/ Christopher J. Thome as attorney-in-fact for Susan M.
 Bratton

11/13/2006

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (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 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 \$2.00 per share or (ii) in full on the seventh anniversary of the date of the grant (November 15, 2009).
- (2) 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).
- (3) 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 \$2.88 per share or (ii) in full on the seventh anniversary of the date of the grant (October 1, 2011).
- (4) Grant of restricted stock pursuant to issuer's 2002 Restricted Stock Plan consisting of 1,690 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.
- (5) Grant of restricted stock pursuant to issuer's Stock Incentive Plan consisting of 1,537 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.
- (6) The options became exercisable as to 450 shares on December 31, 2001; 450 shares on December 31, 2002; and 450 shares on December 31, 2003.
- (7) The options became exercisable as to 393 shares on January 1, 2002; 393 shares on January 1, 2003; and 392 shares on January 1, 2004.
- (8) On September 16, 1997, the reporting person was granted an option to purchase 9,000 shares of common stock. The option vests in partial installments beginning December 31, 1997, subject to the satisfaction of certain performance criteria. The performance criteria for 4,500 shares has been met resulting in the vesting of those shares.
- (9) The options became exercisable as to 540 shares on December 31, 1999; 540 shares on December 31, 2000; and 540 shares on December 31, 2001.
- (10) The option became exercisable as to 134 shares on December 1, 1999, 134 shares on December 31, 2000, and 134 shares on December 31, 2001.
- (11) This option became exercisable as to 33 1/3% of the total 1,880 shares on each January 1, 2001; January 1, 2002; and January 1, 2003.
- (12) This option became exercisable as to 333 shares on December 31, 2000; 333 shares on December 31, 2001; and 334 shares on December 31, 2002.
- (13) On May 18, 2001, the reporting person was granted an option to purchase 4,000 shares of common stock. The option vests in partial installments beginning December 31, 2001, subject to the satisfaction of certain performance criteria. The performance criteria for 3,477 shares has been met resulting in the vesting of those shares.
- (14) This option became exercisable as to 679 shares on December 31, 2002; 679 shares on December 31, 2003; and 679 shares on December 31, 2004.
- (15) This option became exercisable as to 1,666 shares on December 31, 2002; 1,666 shares on December 31, 2003; and 1,668 shares on December 31, 2004.
- (16)

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This option became exercisable as to 1,866 shares as of December 31, 2004; 1,866 shares as of December 31, 2005; and 1,868 shares as of December 31, 2006.

(17) These non-qualified options will 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.

(18) This option became exercisable as to 1,666 shares on December 31, 2003; 1,666 shares on December 31, 2004; and 1,668 shares on December 31, 2005.

(19) This option vests in four equal installments on December 31, 2006; December 31, 2007; December 31, 2008; and December 31, 2009.

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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