

DAVIES GEOFF
Form 4
May 14, 2012

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
DAVIES GEOFF

2. Issuer Name and Ticker or Trading Symbol
ALAMO GROUP INC [ALG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1627 EAST WALNUT

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/11/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

VP, Managing Dir Europe

SEGUIN, TX 78155

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock | 05/11/2012 | | M | 1,250 A \$ 0 ⁽¹⁾ | 1,250 | D | |
| Common Stock | 05/11/2012 | | D | 1,250 D \$ 31.76 | 0 | D | |
| Common Stock | 05/11/2012 | | M | 750 A \$ 0 ⁽¹⁾ | 750 | D | |
| Common Stock | 05/11/2012 | | D | 750 D \$ 31.76 | 0 | D | |

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

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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 Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| Restricted Stock Units ⁽¹⁾ | \$ 0 ⁽²⁾ | 05/11/2012 | | M | 1,250 | 05/11/2010 ⁽³⁾ 05/11/2013 | Common Stock | 1,250 |
| Restricted Stock Units ⁽⁴⁾ | \$ 0 ⁽²⁾ | 05/11/2012 | | M | 750 | 05/11/2011 ⁽³⁾ 05/11/2014 | Common Stock | 750 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DAVIES GEOFF 1627 EAST WALNUT SEGWIN, TX 78155 | | | VP, Managing Dir Europe | |

Signatures

Geoffrey Davies 05/14/2012

**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) Restricted stock units granted pursuant to the Alamo Group 2009 Incentive Plan on May 11, 2009.
- (2) Each restricted stock unit was the economic equivalent of one share of Alamo Group Inc.'s common stock.
- (3) One fourth of the total restricted units vest on each of the first, second, third and fourth anniversaries following the grant date.

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(4) Restricted stock units granted pursuant to the Alamo Group 2009 Equity Incentive Plan on May 11, 2010.

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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