

INTEST CORP  
Form 8-K  
March 16, 2010

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

## Form 8-K

### CURRENT REPORT

#### Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

March 11, 2010

Date of Report (Date of earliest event reported)

[inTEST Corporation](#)

(Exact Name of Registrant as Specified in its Charter)

**Delaware**

(State or Other Jurisdiction of Incorporation)

0-22529

(Commission File Number)

22-2370659

(I.R.S. Employer Identification No.)

7 Esterbrook Lane, Cherry Hill, New Jersey 08003

(Address of Principal Executive Offices, including zip code)

(856) 424-6886

(Registrant's Telephone Number, including area code)

N/A

(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written Communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02.

**Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On March 11, 2010, the Compensation Committee of the Board of Directors of inTEST Corporation (the "Company") approved the arrangements for the 2010 incentive component of compensation and issued restricted stock awards to our executive officers. The following chart sets forth the 2010 incentive components and the restricted stock awards for the executive officers as approved by the Compensation Committee of the Board of Directors and ratified by the Board of Directors:

<u>Executive Officer</u>	<u>Title</u>	<u>2010 Incentive Component</u>	<u># of Restricted Shares Issued (1)</u>
Robert E. Matthiessen	President and Chief Executive Officer	1.5% of consolidated pre-tax profits plus 1.5% of each product segment's pre-tax profits.	10,000
Hugh T. Regan, Jr.	Treasurer, Secretary and Chief Financial Officer	Discretionary(2)	10,000
Daniel J. Graham	Sr. Vice President, General Manager - Mechanical Products Segment and General Manager-Electrical Products Segment	2.5% of pre-tax profits of the Mechanical Products segment and 2.5% of pre-tax profits of the Electrical Products segment	10,000
James Pelrin	Vice President and General Manager - Thermal Products Segment	2.5% of pre-tax profits of the Thermal Products segment.	10,000



inTEST CORPORATION

By: /s/ Hugh T. Regan, Jr.  
*Hugh T. Regan, Jr.*  
*Secretary, Treasurer and Chief Financial Officer*

Date: March 16, 2010