Altra Holdin Form 4 February 05,	-									
FORM	14							-	PPROVAL	
	UNITED STA	Washington, D.C. 20549							3235-0287	
Check th if no long subject to Section 1 Form 4 o Form 5 obligatio may cont <i>See</i> Instru 1(b).	6. r Filed pursuant inue. Section 17(a) of	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						burden hou response	Estimated average ourden hours per	
(Print or Type I	Responses)									
CARPENTER EDMUND M Syml			2. Issuer Name <b>and</b> Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer			
<i>a</i>		Altra Holdings, Inc. [AIMC]				(Check all applicable)				
(Mor			3. Date of Earliest Transaction (Month/Day/Year) 02/03/2009				X_ Director 10% Owner Officer (give title Other (specify below) below)			
			nendment, Date Original onth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
BRISTOL,	CT 06011						Person	More than One Re	eporting	
(City)	(State) (Zip)	Tab	le I - Non-I	Derivative	Secur	ities Ac	quired, Disposed o	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, any (Month/Day/Year)		Deemed cution Date, if	3. 4. Securities Acquired if Transaction(A) or Disposed of Code (D)				6. Ownership	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common stock, par value	02/03/2009		Code V A	7 Amount 8,646	or (D) A	Price \$ 6.94	(Instr. 3 and 4) 16,387	D		
\$0.001										

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

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 control number.

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

## **Reporting Owners**

## Edgar Filing: Altra Holdings, Inc. - Form 4

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	5	ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
I O	Director	10% Owner	Officer	Other			
CARPENTER EDMUND M 123 MAIN ST P O BOX 489 BRISTOL, CT 06011	х						
Signatures							
Todd Patriacca, Attorney-in-fact	02	/05/2009					

\*\*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).
- These shares are restricted common stock, par value \$0.001 ("Restricted Common Stock"), awarded to the Reporting Person under the (1) Altra Holdings, Inc. 2004 Equity Incentive Plan, as amended. The shares are fully vested on the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.