

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Grant Richard N. Jr.</u>  (Last) (First) (Middle) C/O INTEST CORP 804 EAST GATE DR, SUITE 200  (Street) MT. LAUREL NJ 08054  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>INTEST CORP [ INT ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>President &amp; CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/08/2023</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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/08/2023		A		9,860 <sup>(1)</sup>	A	\$0	192,144	D	
Common Stock	03/08/2023		A		9,859 <sup>(2)</sup>	A	\$0	202,003	D	
Common Stock	03/09/2023		F		854 <sup>(3)</sup>	D	\$16.44	201,149	D	

**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						Title
Employee Stock Option (right to buy)	\$16.06	03/08/2023		A		16,988		(4)	03/07/2033	Common Stock	16,988	\$0	16,988	D	
Employee Stock Option (right to buy)	\$9.76							(5)	03/08/2032	Common Stock	25,692		25,692	D	
Employee Stock Option (right to buy)	\$10.62							(6)	03/09/2031	Common Stock	112,000		112,000	D	

**Explanation of Responses:**

- These restricted shares were granted pursuant to the Issuer's Fourth Amended and Restated 2014 Stock Plan (the "Plan") in a transaction exempt under Rule 16b-3 and will vest in four equal annual installments commencing on March 8, 2024.
- These performance-based restricted shares were granted pursuant to the Plan in a transaction exempt under Rule 16b-3 and will vest on March 8, 2026 dependent upon certain performance criteria. The amount shown reflects the number of shares that will vest at target performance. The maximum number of shares that may vest pursuant to the performance criteria is 14,789.
- Shares withheld to cover tax withholding obligations on the vesting of restricted stock.
- This option was granted pursuant to the Plan in a transaction exempt under Rule 16b-3 and will vest in four equal annual installments commencing on March 8, 2024.
- This option vests in four equal installments beginning on March 9, 2023.
- This option vests in four equal installments beginning on March 10, 2022.

/s/ Richard N. Grant, Jr.

03/10/2023

\*\* 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.**