

LALONDE LOUISE
Form 4
December 20, 2006

FORM 4

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

OMB APPROVAL

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

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 *
CAISSE DE DEPOT ET
PLACEMENT DU QUEBEC

(Last) (First) (Middle)

1000 PLACE JEAN-PAUL
RIOPELLE

(Street)

MONTREAL, A8 H2Z 2B3

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Altra Holdings, Inc. [AIMC]

3. Date of Earliest Transaction
(Month/Day/Year)
12/20/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

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

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)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock ⁽¹⁾	12/20/2006		J	0	A	\$ 0	3,500,000	D ⁽²⁾
Preferred Stock ⁽¹⁾	12/20/2006		J	0	D	\$ 0	0	D ⁽²⁾
Common Stock	12/20/2006		S	1,346,391	D	\$ 13.5	2,153,609	D ⁽²⁾

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

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number.

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CAISSE DE DEPOT ET PLACEMENT DU QUEBEC 1000 PLACE JEAN-PAUL RIOPELLE MONTREAL, A8 H2Z 2B3		X		
HOULE LUC 1000 PLACE JEAN-PAUL RIOPELLE MONTREAL, A8 H2Z 2B3		X		
LALONDE LOUISE 1000 PLACE JEAN-PAUL RIOPELLE MONTREAL, A8 H2Z 2B3		X		

Signatures

/s/ Paule Gaumond, Attorney-In-Fact for Caisse de Depot et Placement du Quebec, Louise Lalonde and Luc Houle

12/20/2006

__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).

- Upon the closing of the initial public offering of the Issuer's Common Stock on 12/20/2006, all outstanding shares of Preferred Stock
- (1) were automatically converted into shares of the Issuer's Common Stock on a one share of Common Stock for every two shares of Preferred Stock outstanding basis.
 - (2) Because Louise Lalonde and Luc Houle exercise voting and investment control over the shares of Altra Holdings, Inc. held by Caisse de Depot et Placement du Quebec, they may be deemed to be the beneficial owners of shares deemed to be beneficially owned by such entity. Each of Louise Lalonde and Luc Houle disclaim beneficial ownership of these shares, except to the extent of any pecuniary

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interest therein. Exhibit List: Exhibit 24 - Power of Attorney; Exhibit 99- Joint Filer Information

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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