

Power James W
Form 4
November 16, 2010

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 *
Power James W

2. Issuer Name and Ticker or Trading Symbol
Henry Bros. Electronics, Inc. [HBE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

C/O HENRY BROS.
ELECTRONICS, INC

11/12/2010

(Street)

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

FAIR LAWN, NJ 07410

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-------------------|---|--|-----------------------------------|
| | | | | Code | V Amount or Price | | | |
| Common Stock | 11/12/2010 | | M | | 2,000 A \$ 6.08 | 2,000 | D | |
| Common Stock | 11/12/2010 | | M | | 2,000 A \$ 3.33 | 4,000 | D | |
| Common Stock | 11/12/2010 | | M | | 2,000 A \$ 4.65 | 6,000 | D | |
| Common Stock | 11/12/2010 | | M | | 4,000 A \$ 5.6 | 10,000 | D | |
| Common Stock | 11/12/2010 | | M | | 2,000 A \$ 6.43 | 12,000 | D | |

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Common Stock 11/12/2010 M 2,000 A \$ 4 14,000 D

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

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(9-02)

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|-------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option (Right to Buy) | \$ 6.08 | 11/12/2010 | | M | 2,000 | 02/15/2006 | 12/31/2010 | Common Stock | 2,000 |
| Option (Right to Buy) | \$ 3.33 | 11/12/2010 | | M | 2,000 | 11/01/2006 | 11/01/2011 | Common Stock | 2,000 |
| Option (Right to Buy) | \$ 4.65 | 11/12/2010 | | M | 2,000 | 09/11/2007 | 09/11/2012 | Common Stock | 2,000 |
| Option (Right to Buy) | \$ 5.6 | 11/12/2010 | | M | 4,000 | 08/13/2008 | 08/12/2013 | Common Stock | 4,000 |
| Option (Right to Buy) | \$ 6.43 | 11/12/2010 | | M | 2,000 | 05/13/2009 | 05/12/2014 | Common Stock | 2,000 |
| Option (Right to Buy) | \$ 4 | 11/12/2010 | | M | 2,000 | 05/12/2010 | 05/12/2015 | Common Stock | 2,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

Power James W
C/O HENRY BROS. ELECTRONICS, INC X
FAIR LAWN, NJ 07410

Signatures

/s/ James W.
Power 11/16/2010

__Signature of Date
Reporting Person

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).

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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