

ESPEY MFG & ELECTRONICS CORP

Form 4/A

May 30, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
PINSLEY HOWARD M

(Last) (First) (Middle)

5 LONGWOOD DRIVE

(Street)

SARATOGA SPRINGS, NY 12866

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ESPEY MFG & ELECTRONICS
CORP [ESP]

3. Date of Earliest Transaction
(Month/Day/Year)
05/29/2008

4. If Amendment, Date Original
Filed(Month/Day/Year)
05/29/2008

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)
President/CEO/COB

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ 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)
Common Stock - \$.33 1/3 par value					24,928	I	ESOP Trust
Common Stock - \$.33 1/3 par value	05/28/2008		S	500 D	\$ 22.62 0	D	
Common Stock - \$.33 1/3 par value	05/28/2008		S	500 D	\$ 22.5 0	D	

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Common
Stock -
\$.33 1/3
par value

05/28/2008

S

500

D

\$
22.78 0

D

Common
Stock -
\$.33 1/3
par value

05/28/2008

S

500

D

\$
23.12 77,943

D

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

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SEC 1474
(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. Pri Deriv Secur (Instr.
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option	\$ 11.25					08/20/2006	08/16/2014	Common Stock	2,000	
Stock Option	\$ 17.36					10/13/2007	10/13/2015	Common Stock	4,000	
Stock Option	\$ 17.8					05/19/2008	05/19/2016	Common Stock	4,000	
Stock Option	\$ 18.29					02/21/2009	02/21/2017	Common Stock	4,000	
Stock Option	\$ 21.54					05/23/2010	05/23/2018	Common Stock	4,000	

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director	10% Owner	Officer	Other
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PINSLEY HOWARD M		
5 LONGWOOD DRIVE	X	President/CEO/COB
SARATOGA SPRINGS, NY 12866		

Signatures

/s/ Howard
Pinsley 05/29/2008

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. 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.