

HILL RICHARD G
 Form 4/A
 April 14, 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 *
HILL RICHARD G

2. Issuer Name and Ticker or Trading Symbol
TAYLOR DEVICES INC [TAYD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 90 TAYLOR DRIVE, PO BOX 748
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 04/11/2006

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

NORTH
 TONAWANDA, NY 14120-0748

4. If Amendment, Date Original Filed(Month/Day/Year)
 04/12/2006

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

(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	04/11/2006		M		5,000 A \$ 5.75	57,323	D
Common Stock	04/11/2006		M		5,000 A \$ 2.39	62,323	D
Common Stock	04/11/2006		M		5,000 A \$ 2.25	67,323	D
Common Stock	04/11/2006		M		5,000 A \$ 2.875	72,323	D
Common Stock	04/11/2006		F		8,699 D \$ 7.625	63,624	D

Common Stock 04/12/2006 S 5,000 D \$ 7.8 58,624 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
Stock Option (Right to Buy)	\$ 5.75	04/11/2006		M	5,000	04/18/2002 04/18/2012	Common Stock	5,000
Stock Option (Right to Buy)	\$ 2.39	04/11/2006		M	5,000	04/18/2003 04/18/2013	Common Stock	5,000
Stock Option (Right to Buy)	\$ 2.25	04/11/2006		M	5,000	04/18/2004 04/18/2014	Common Stock	5,000
Stock Option (Right to Buy)	\$ 2.875	04/11/2006		M	5,000	04/18/2005 04/18/2015	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X		Vice President	

HILL RICHARD G
90 TAYLOR DRIVE
PO BOX 748
NORTH TONAWANDA, NY 14120-0748

Signatures

/s/Richard G.
Hill

04/14/2006

**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).

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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