

HYDROGEN ENGINE CENTER, INC.
 Form 4/A
 October 16, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
BATT SANDRA

2. Issuer Name and Ticker or Trading Symbol
HYDROGEN ENGINE CENTER, INC. [HYEG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
09/20/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Financial Officer

C/O HYDROGEN ENGINE CENTER, INC., 602 EAST FAIR STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
10/13/2006

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

ALGONA, IA 50511

(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	(A) or (D)	Price
Common Stock	10/11/2006 ⁽¹⁾	10/11/2006		P	19,708	A	\$ 3.25
					30,770	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)

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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)	Amount or Number of Shares
Option (right to buy)	\$ 4.4	09/20/2006	09/20/2006	A	30,000	(2) 09/20/2016	Common Stock	30,000
Option (right to buy)	(3)	09/29/2006	09/29/2006	D	90,000	(2)(4) (3)	Common Stock	90,000
Option (right to buy)	\$ 3.5	09/29/2006	09/29/2006	A	90,000	(2)(4) 09/28/2016	Common Stock	90,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BATT SANDRA C/O HYDROGEN ENGINE CENTER, INC. 602 EAST FAIR STREET ALGONA, IA 50511			Chief Financial Officer	

Signatures

Sandra Batt 10/16/2006

**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).
- (1) Additional shares were issued on this date to adjust the per-share price for shares earlier purchased in a private placement. The adjustment was made for all purchasers in the private placement.
- (2) These Options were awarded under the company's Incentive Compensation Plan for services as an employee. The options become exercisable as to 20% immediately and 20% per year thereafter until fully vested.
- (3) Options as to 60,000 shares (exercisable at \$5.875) were to expire on December 14, 2016. Options as to 30,000 shares (exercisable at \$4.40 per share) were to expire on September 19, 2010. All of these options have been cancelled.
- (4) Out-of-the-money options for all directors and employees were cancelled and replaced by options with the same vesting schedule with an exercise price equal to the closing price on the date of grant.

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.