

PINSLEY HOWARD M
Form 5
August 11, 2011

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
06/30/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board

5 LONGWOOD DRIVE

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

SARATOGA SPRINGS, NY 12866

(City) (State) (Zip)

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)			5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A)	or	(D)	Price		
Common Stock - \$.33 1/3 par value							32,345	I	ESOP Trust
Common Stock - \$.33 1/3 par value	09/13/2011		J	300	D	\$ 20.7	68,718	D	

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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
					(A)	(D)	Date Exercisable	Expiration Date		
Stock Option	\$ 17.36	Â	Â	Â	Â	Â	10/13/2007	10/13/2015	Common Stock	4,000
Stock Option	\$ 17.8	Â	Â	Â	Â	Â	05/19/2008	05/19/2016	Common Stock	4,000
Stock Option	\$ 18.29	Â	Â	Â	Â	Â	02/21/2009	02/21/2017	Common Stock	4,000
Stock Option	\$ 21.54	Â	Â	Â	Â	Â	05/23/2010	05/23/2018	Common Stock	4,000
Stock Option	\$ 17.09	Â	Â	Â	Â	Â	02/20/2011	02/20/2019	Common Stock	4,000
Stock Option	\$ 19.2	Â	Â	Â	Â	Â	08/19/2012	08/19/2020	Common Stock	1,600

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PINSLEY HOWARD M 5 LONGWOOD DRIVE SARATOGA SPRINGS, NY 12866	Â X	Â	Â Chairman of the Board	Â

Signatures

/s/ Howard Pinsley 08/10/2011

**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).

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Remarks:

JÂ -Â SaleÂ fromÂ IRAÂ notÂ previouslyÂ reported.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.