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CVD EQUIPMENT CORP
Form DEF 14A
August 10, 2006

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

SCHEDULE 14A
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION

Proxy Statement Pursuant To Section 14(a) Of
The Securities Exchange Act Of 1934

Filed by the Registrant Filed by a Party other than the
Registrant

Check the appropriate box:

- Preliminary Proxy Statement
 Confidential, for Use of the Commissions Only (as permitted by
Rule 14a-6(e)(2))
 Definitive Proxy Statement
 Definitive Additional Materials
 Soliciting Material Pursuant to ss.240.14a-12

CVD EQUIPMENT CORPORATION
(Name of Registrant as Specified in its Charter)

N/A
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of filing fee (Check the appropriate box):

- No fee required
 Fee computed on table below per Exchange Act Rules 14a-6(I)(1) and
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(1) Title of each class of securities to which transaction applies:
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(3) Per unit price or other underlying value of transaction computed
pursuant to Exchange Act Rule 0-11 (set forth the amount on which the
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- (1) Amount previously paid:
- (2) Form, Schedule or registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:

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CVD EQUIPMENT CORPORATION
1860 Smithtown Ave.
Ronkonkoma, New York 11779

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

TO BE HELD ON SEPTEMBER 13, 2006

Dear Stockholders:

The 2006 Annual Meeting of Stockholders of CVD Equipment Corporation (the "Company") will be held at 10:00 A.M., Eastern Daylight Savings Time on September 13, 2006 at the Company's headquarters located at 1860 Smithtown Avenue, Ronkonkoma, New York 11779. At the meeting, you will be asked to vote on:

1. The election of five directors to the Board of Directors of the Company to serve until the 2007 Annual Meeting of Stockholders;
2. The ratification of the appointment by the Audit Committee of the Board of Directors of the Company in appointing Moore Stephens, P.C. as the Company's independent registered public accountants for the year ending December 31, 2006; and
3. The transaction of such other and further business as may properly come before the meeting or any adjournment thereof.

The Board of Directors has fixed July 14, 2006 as the record date for determining stockholders entitled to receive notice of, and to vote at, the Annual Meeting or any adjournment or postponement thereof. Only stockholders of record at the close of business on July 14, 2006 are entitled to notice of, and to vote at, the meeting.

Whether or not you intend to be present at the meeting, please sign and date the enclosed proxy card and return it in the enclosed envelope.

The foregoing items of business are more fully described in the accompanying proxy statement.

By Order of the Board of Directors

/s/ Leonard A. Rosenbaum
Leonard A. Rosenbaum
Chairman and Chief Executive Officer

August 11, 2006
Ronkonkoma, New York

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CVD EQUIPMENT CORPORATION
1860 Smithtown Avenue
Ronkonkoma, New York 11779

PROXY STATEMENT ANNUAL MEETING OF STOCKHOLDERS

September 13, 2006

INTRODUCTION

This proxy statement and the accompanying proxy card is furnished in connection with the solicitation by the Board of Directors of CVD Equipment Corporation, a New York corporation (the "Company"), of proxies for use at the 2006 Annual Meeting of Stockholders (the "Annual Meeting") to be held at the Company's headquarters at 1860 Smithtown Avenue, Ronkonkoma, New York 11779 at 10:00 A.M. Eastern Daylight Savings time, on September 13, 2006, or at any adjournment or postponement thereof, for the purpose set forth in this proxy statement and the accompanying Notice of Annual Meeting of Stockholders. This proxy statement and the accompanying proxy card is first being mailed to stockholders on or about August 11, 2006 to all stockholders entitled to vote at the Annual Meeting.

VOTING PROCEDURES AND SOLICITATION

Your Vote Is Important

Whether or not you plan to attend the meeting, please complete and return the enclosed proxy card. Your prompt voting may save the Company the expense of the following up with a second mailing. A return envelope (postage paid if mailed in the United States) is enclosed for that purpose.

Methods of Voting

You may vote by signing and returning the enclosed proxy card or by voting in person at the meeting. If you send in a proxy card, and also attend the meeting in person, the proxy holders will vote your shares as you instructed on your proxy card, unless you inform the Secretary at the meeting that you wish to vote in person.

Revoking a Proxy

You may revoke your proxy by:

- * Signing and returning another proxy card at a later date;
- * Sending written notice of revocation to the attention of the Secretary to:

CVD Equipment Corporation
1860 Smithtown Avenue,
Ronkonkoma, NY 11779;

- * Informing the Secretary and voting in person at the meeting.

To be effective, a later-dated proxy or written revocation must arrive at the above address before the start of the meeting.

Proxy Solicitation

The enclosed proxy card is being solicited on behalf of the Board of Directors. The Company will pay all costs of preparing, assembling and mailing the proxy materials. In addition to mailing out proxy materials, the Company's directors, officers and employees may solicit proxies by telephone or fax. The Company has requested brokers, banks and other fiduciaries to forward proxy materials to the beneficial owners of the Company's common stock. No additional compensation will be paid for such solicitation.

How Proxy Cards Are Voted

The proxy holders named on the proxy card are Leonard Rosenbaum, the Company's Chairman and Chief Executive Officer, and Glen R. Charles, the Company's Chief Financial Officer and Secretary. The proxy holders will vote shares according to the stockholder instructions on the proxy card. If a signed proxy card does not contain instructions, then the proxy holders will vote the shares "FOR" the election of the director nominees listed on the card; "FOR" ratifying the appointment of Moore Stephens, P.C. as the Company's independent public accountants for the year ending December 31, 2006; and in their discretion, on any other business that may properly come before the meeting.

Broker Non-Votes

A broker non-vote occurs when a nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary voting power for that particular item, and has not received instructions from the beneficial owner. Broker non-votes count for quorum purposes but not for voting purposes.

Quorum and Votes Required

A majority of the outstanding shares of common stock entitled to vote represented at the Annual Meeting in person or by proxy constitute a quorum. Only votes "FOR" or "AGAINST" a proposal count. Abstentions and broker non-votes will count towards the quorum but not for voting purposes.

Directors are elected by a plurality of the votes cast, so the five nominees receiving the most votes will be elected. Stockholders who do not wish to vote for one or more of the individual nominees may withhold authority as directed in the proxy card.

The proposal to ratify the appointment of the independent auditors for the year ending December 31, 2006 requires the affirmative vote of the holders of a majority of shares of common stock present or represented by proxy at the Annual Meeting and entitled to vote.

Voting Rights, Shares Outstanding and Votes Per Share

Holders of common stock at the close of business on the record date of July 14, 2006 are entitled to vote at the meeting.

As of the close of business on July 14, 2006, there were 3,154,800 shares of common stock outstanding.

Each share of common stock is entitled to one vote.

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Householding of Annual Meeting Materials

Some banks, brokers and other nominee record holders may be participating in the practice of "householding" proxy statement and annual reports. This means that only one copy of our proxy statement and annual report to stockholders may have been sent to multiple stockholders in your household. The Company will promptly

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deliver a separate copy of either document to you if you contact the Secretary at the following address or telephone number: CVD Equipment Corporation, 1860 Smithtown Avenue, Ronkonkoma, NY 11779; telephone: (631) 981-7081. If you want to receive separate copies of the proxy statement or the annual report to stockholder in the future, or if you are receiving multiple copies and would like to receive only one copy per household, you should contact your bank, broker or other nominee record holder, or you may contact the Company at the above address or telephone number.

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SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth, as of July 10, 2006 information regarding the beneficial ownership of the Company's common stock by (a) each person who is known to the Company to be the owner of more than five percent of the Company's common stock, (b) each of the Company's directors, (c) each of the named executive officers, and (d) all directors and executive officers and executive employees as a group.

| Name and Address of Beneficial Owner | Amounts and Nature of Beneficial Ownership (1) | Percent of Class (%) |
|---|--|----------------------|
| Leonard A. Rosenbaum | 1,327,450 (2) | 41.7 |
| Alan H. Temple Jr. | 223,000 (2) | 7.0 |
| Martin J. Teitelbaum | 53,000 (3) | 1.7 |
| Conrad Gunther | 27,000 (4) | * |
| Bruce Swan | 17,000 (5) | * |
| Glen R. Charles | 3,750 (6) | * |
| All directors and executive officers and executive employees as a group (six (6) persons) | 1,651,200 | 50.4 |