

WINLAND ELECTRONICS INC  
 Form 4  
 May 23, 2005

**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 \*  
**KRUEGER LORIN E**

2. Issuer Name and Ticker or Trading Symbol  
**WINLAND ELECTRONICS INC [WEX]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 1950 EXCEL DRIVE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 05/20/2005

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 President, CEO and Secretary

MANKATO, MN 56001  
 (City) (State) (Zip)

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    |                                      |  |                                | (A) or (D)  |   | D  |   |
| Common Stock                    |                                      |  |                                | (A) or (D)  | 237,166   | D  |   |
| Common Stock                    |                                      |  |                                | (A) or (D)  | 880   | I  | By wife   |
| Common Stock                    | 05/20/2005                           |  | S <sup>(1)</sup>               | 830 D   | \$ 3.7 1,660  | I  | By daughter   |

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

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number.

**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. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Stock Option (right to buy)                | \$ 0.8636  |                                      |  |                                |   | 03/01/2002 03/01/2007                                    | Common Stock  | 0   |
| Stock Option (right to buy)                | \$ 2.8727  |                                      |  |                                |   | 10/24/2003 10/24/2008                                    | Common Stock  | 0   |
| Stock Option (right to buy)                | \$ 4.14  |                                      |  |                                |   | 01/03/2005 01/03/2010                                    | Common Stock  | 0   |

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships |           |                              |       |
|--|---------------|-----------|------------------------------|-------|
|  | Director      | 10% Owner | Officer                      | Other |
| KRUEGER LORIN E<br>1950 EXCEL DRIVE<br>MANKATO, MN 56001 | X             |           | President, CEO and Secretary |       |

## Signatures

Robert K. Ranum as Agent-in-Fact for Lorin E. Krueger pursuant to Power of Attorney previously filed

05/23/2005

\_\_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) Sale effected pursuant to a Rule 10b5-1 trading plan adopted by Mr. Krueger's daughter on February 28, 2005.

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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