

STARRETT DOUGLAS A
Form 5
July 23, 2008

FORM 5

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

Check this box if
no longer subject
to Section 16.
Form 4 or Form
5 obligations
may continue.
See Instruction
1(b).
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

OMB APPROVAL

OMB
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1. Name and Address of Reporting Person *
STARRETT DOUGLAS A

(Last) (First) (Middle)

THE L. S. STARRETT
COMPANY, 121 CRESCENT
STREET

(Street)

2. Issuer Name and Ticker or Trading
Symbol
STARRETT L S CO [SCX]

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
06/27/2008

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
President/CFO

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

6. Individual or Joint/Group Reporting

(check applicable line)

ATHOL, MA 01331

____X____ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Amount or Price		
The L.S. Starrett Company Class B	11/15/2007	Â	P	200	A \$ 15.6	42,304	D Â
The L.S. Starrett Company Class B	06/12/2008	Â	P	250	A \$ 11.69	42,304	D Â

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The L.S. Starrett Company Class B	Â	Â	Â	Â	Â	Â	50	I	By Spouse
The L.S. Starrett Company Class B	Â	Â	Â	Â	Â	Â	400	I	Custodial
The L.S. Starrett Company Class B	Â	Â	Â	Â	Â	Â	1,545	I	By Trust
The L.S. Starrett Company Class B	Â	Â	Â	Â	Â	Â	211,464	I	By Trust (1)
The L.S. Starrett Company Class A	Â	Â	Â	Â	Â	Â	5,309	D	Â
The L.S. Starrett Company Class A	Â	Â	Â	Â	Â	Â	50	I	By Spouse
The L.S. Starrett Company Class A	Â	Â	Â	Â	Â	Â	264	I	By Custodial
The L.S. Starrett Company Class A	Â	Â	Â	Â	Â	Â	18,601	I	By Trust
The L.S. Starrett Company Class A	Â	Â	Â	Â	Â	Â	538,914	I	By Trust (2)

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying	8. Price of Derivative Security	9. of
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Securities (Instr. 3 and 4)	(Instr. 5)	S	
				(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STARRETT DOUGLAS A THE L. S. STARRETT COMPANY 121 CRESCENT STREET ATHOL, MA 01331	Â	Â	Â President/CFO	Â

Signatures

Douglas A
Starrett

07/23/2008

**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) 211,464 shares held in The L.S. Starrett Company Employee Stock Ownership Plan & Trust of which Mr. Starrett is a Trustee,

(2) 538,914 shares held in The L.S. Starrett Company Employee Stock Ownership Plan & Trust of which Mr. Starrett is a Trustee.

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.