

ELECTRO SENSORS INC

Form 4/A

May 04, 2006

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 *
MILLER GEOFFREY W

(Last) (First) (Middle)

12735 - 42ND PLACE N

(Street)

PLYMOUTH, MN 55442

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ELECTRO SENSORS INC [ELSE]

3. Date of Earliest Transaction
(Month/Day/Year)
04/28/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)
04/28/2006

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	04/28/2006		A		3,000	A \$ 2	3,000 D
Common Stock	04/28/2006		A		3,000	A \$ 2.33	6,000 D
Common Stock	04/28/2006		A		3,000	A \$ 2.89	9,000 D
Common Stock	04/28/2006		A		3,000	A \$ 4.49	12,000 D

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

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(9-02)

**required to respond unless the form
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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. D S (I	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 2	04/28/2006		M		3,000		04/28/1999	04/27/2009	Common Stock	3,000
Stock Option (right to buy)	\$ 2.33	04/28/2006		M		3,000		04/26/2000	04/25/2010	Common Stock	3,000
Stock Option (right to buy)	\$ 2.89	04/28/2006		M		3,000		04/25/2001	04/24/2011	Common Stock	3,000
Stock Option (right to buy)	\$ 4.49	04/28/2006		M		3,000		04/17/2002	04/17/2017	Common Stock	3,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLER GEOFFREY W 12735 - 42ND PLACE N PLYMOUTH, MN 55442	X			

Signatures

/s/ GEOFFREY W
MILLER

05/03/2006

__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).

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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