

ELECTRO SENSORS INC

Form 4

June 01, 2006

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

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 \*  
**MARINO JOSEPH A**

(Last) (First) (Middle)

13770 FRONTIER COURT

(Street)

BURNSVILLE, MN 55337

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/03/2006

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/03/2006		M		3,000	A	\$ 2.67
Common Stock	05/03/2006		M		3,000	A	\$ 2.58
Common Stock	05/03/2006		M		3,000	A	\$ 2
Common Stock	05/03/2006		M		3,000	A	\$ 1.67
Common Stock	05/03/2006		M		3,000	A	\$ 4.49
	05/05/2006		S		7,500	D	
							15,000

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Common					\$		
Stock					8.82		
Common	05/15/2006	S	15,000	D	\$	0	D
Stock					7.09		

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

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SEC 1474  
(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
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (Right to Buy)	\$ 2.58	05/03/2006		M	3,000	04/29/1998	04/28/2008	Common Stock	3,000
Stock Option (Right to Buy)	\$ 2	05/03/2006		M	3,000	04/28/1999	04/27/2009	Common Stock	3,000
Stock Option (Right to Buy)	\$ 1.67	05/03/2006		M	3,000	04/26/2000	04/25/2010	Common Stock	3,000
Stock Option (Right to Buy)	\$ 2.89	05/03/2006		M	3,000	04/25/2001	04/24/2011	Common Stock	3,000
Stock Option (Right to Buy)	\$ 4.49	05/03/2006		M	3,000	04/17/2002	04/17/2012	Common Stock	3,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARINO JOSEPH A 13770 FRONTIER COURT BURNSVILLE, MN 55337			X	

## Signatures

Joseph A.  
Marino

06/01/2006

\_\_\_\_\_  
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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