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ESPEY MFG & ELECTRONICS CORP

Form AW

February 13, 2008

[LOGO]

February 12, 2008

Securities and Exchange Commission
Washington, DC

RE: Request for an AW (Amendment Withdrawal)
ACCESSION NUMBER 0000914317-08-000097
CIK: 0000033533

File Date: 01/15/2008

Company: Espey Mfg. & Electronics, Corp.

Ladies and Gentlemen:

As requested by staff, we hereby request the withdrawal of the filing made on January 15, 2008 as file type POS-AM under accession number 0000914317-08-000097. The reason for the withdrawal request is that it was filed using a "POS-AM " code instead of a "S-8 POS" code. The "S-8 POS" has been refiled under the correct code on January 24, 2008 (accession number 0000914317-08-000151). Based on the foregoing, we respectfully request that the POS-AM be withdrawn as soon as practicable.

Thank you very much for your assistance with this matter.

Sincerely,
/s/ Dave O'Neil
Treasurer and Principal Financial Officer

Espey Mfg. & Electronics Corp.
233 Ballston Avenue o Saratoga Springs, NY 12866 USA o Tel: (518) 245-4400
www.espey.com

tom-width: 1">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)

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(Instr. 4)7. Nature of Indirect Beneficial Ownership

(Instr. 4)CodeVA Amount(A) or (D)Price Common Stock04/09/2017 M 11,007 A (1) 66,103 D Common Stock04/09/2017 F 3,644 D \$ 56.47 62,459 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 required to respond unless the form displays a currently valid OMB control number. 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. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	(1)	04/09/2017		M	7,862	(2) (2)	Common Stock	11,007

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wood William C Jr. 12800 TUCKAHOE CREEK PARKWAY RICHMOND, VA 23238			EVP & COO	

Signatures

Christine Carter,
attorney-in-fact 04/11/2017

**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) Following vesting of the restricted stock units, which are referred to by the Company as market stock units (MSUs), the Reporting Person received 1.4001 times the number of MSUs in shares of Company common stock.
- (2) The restricted stock units vested on April 9, 2017 and were settled in Company common stock.

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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