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if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Expires: subject to SECURITIES Estimated average Section 16. SECURITIES Estimated average Form 4 or Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Section 17(a) of the Public Utility Holding Company Act of 1940 1(b). Section 17(a) of the Public Utility Holding Company Act of 1940 Section 17(a) of the Public Utility Holding Company Act of 1940 1(b). Section 17(a) of the Public Utility Holding Company Act of 1940 Section 17(a) of the Public Utility Holding Company Act of 1940 (Print or Type Responses) Stateer Name and Ticker or Trading S. Relationship of Reporting Person(s) to Issuer COLE JAMES A Symbol Issuer (Last) (First) (Middle) 3. Date of Earliest Transaction (Last) (First) (Middle) 3. Date of Earliest Transaction	GIGA TRONICS Form 4									
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if no longer subject to Section 16. SECURITIES Form 4 or Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person [*] 2. Issuer Name and Ticker or Trading COLE JAMES A Symbol COLE JAMES A Symbol (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (City) (State) (Zip) THOUSAND OAKS, CA 91359 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owneer 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Scurities 5. Amount of 6. Ownership 7. Nature Security (Month/Day/Year) Code Disposed of OD Securities 5. Amount of 6. Ownership 7. Nature Securities Form: Direct Indirect Indirect Beneficially (D) or Indirect Beneficially (D)	Washington, D.C. 20549								3235-	0287
may continue. Section 17(a) of the Public Outlify Holding Company Act of 1935 of Section See Instruction 30(h) of the Investment Company Act of 1940 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person* 2. Issuer Name and Ticker or Trading COLE JAMES A Symbol GIGA TRONICS INC [GIGA] (Check all applicable) (Last) (First) (First) (Middle) 3. Date of Earliest Transaction (Check all applicable) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) -X_ Director (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) -X_ Form filed by One Reporting Person (City) (State) (Zip) Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owner (City) (State) (Zip) Table 1 - Non-Derivative Securities Security (Month/Day/Year) (Month/Day/Year) S. Amount of 6. Ownership 7. Nature Security (Month/Day/Year) (Month/Day/Year) Code Securities S. Amount of 6. Owner	if no longer subject to Section 16. Form 4 or Form 5	STATEM Filed pure	suant to Sec	SECU ction 16(a) of t	Estimated burden hou response	Estimated average burden hours per				
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COLE JAMES A Symbol Issuer GIGA TRONICS INC [GIGA] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Check all applicable) PO BOX 7688 (Month/Day/Year)	(Print or Type Respon	nses)								
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Filed(Month/Day/Year) Applicable Line) X_ Form filed by One Reporting Person City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) any Code Disposed of (D) Beneficially (D) or Indirect Beneficially (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned (I) Ownership				3. Date of Earliest Transaction (Month/Day/Year)			_X_Director10% Owner Officer (give titleOther (specify			
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of Security 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature (Instr. 3) (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Month/Day/Year) Execution Date, if TransactionAcquired (D) Beneficially (D) or Indirect Beneficially (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned (I) Ownership	·		Fil		-	1	Applicable Line) _X_ Form filed by	One Reporting P	erson	
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(Instr. 3 and 4)	Security (Mon	th/Day/Year)	Execution Dat any	tte, if Transactio Code Year) (Instr. 8)	onAcquired Disposed (Instr. 3, 4	(A) or of (D) 4 and 5) (A) or	Securities Beneficially Owned Following Reported Transaction(s)	Form: Direct (D) or Indirect	Indirect Beneficia	al ip
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	Reminder: Report on	a separate line	for each class	of securities bene	Perso inforn requir	ns who res nation cont ed to respo	pond to the colle ained in this forn and unless the fo	n are not rm		

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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

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	Derivative Security		or Disposed of (D) (Instr. 3, 4, and 5)			of				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 1.42	09/12/2006	А		15,000		<u>(1)</u>	<u>(1)</u>	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
COLE JAMES A PO BOX 7688 THOUSAND OAKS, CA 91359	Х							
Signatures								

James A. Cole 09/12/2006

**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).
- (1) The Option becomes exercisable in four equal installments of 3,750 shares beginning September 12, 2007 and will expire on September 12, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space 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.