

Madison Laurence A.
Form 4
January 14, 2011

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 *
Madison Laurence A.

2. Issuer Name and Ticker or Trading Symbol
SECTOR 10 INC [SECI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
947 CONCORD CIRCLE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/12/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Financial Officer

MUNDELEIN, IL 60060

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 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 Shares | 01/12/2011 | | A | | 75,600 ⁽¹⁾ | A | \$ 0.06 |
| Common Shares | 01/12/2011 | | A | | 30,500 ⁽²⁾ | A | \$ 0.06 |
| Common Shares | 01/12/2011 | | A | | 157,000 ⁽³⁾ | A | \$ 0.01 |
| Common Shares | 01/12/2011 | | A | | 625,000 ⁽⁴⁾ | A | \$ 0.01 |
| Common Shares | 01/12/2011 | | A | | 450,000 ⁽⁵⁾ | A | \$ 0.04 |

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| | | | | | | | |
|---------------|------------|---|------------------|---|---------|-----------|---|
| Common Shares | 01/12/2011 | A | 1,500,000 (6) | A | \$ 0.02 | 3,238,100 | D |
| Common Shares | 01/12/2011 | A | 275,000 (7) | A | \$ 0.01 | 3,513,100 | 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.

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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 (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 of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Madison Laurence A. 947 CONCORD CIRCLE MUNDELEIN, IL 60060 | X | | Chief Financial Officer | |

Signatures

Laurence A.
Madison
01/14/2011
Date

**Signature of Reporting Person

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) Issued as approved by Board for anti-dilution shares as of 3/31/2010

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- (2) Issued as approved by Board for anti-dilution shares as of 6/30/2010
- (3) Issued as approved by Board for anti-dilution shares as of 9/30/2010
- (4) Issued as approved by Board for anti-dilution shares as of 9/30/2010
- (5) Issued as approved by Board for officer bonus for fiscal year ended 3/31/2010 and director fee for fiscal year 3/31/2011
- (6) Issued as approved by Board for S-8 grant shares
- (7) Issued as approved by Board for anti-dilution shares as of 12/31/2010

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.