

HENNESSY ADVISORS INC  
 Form 4  
 January 27, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**HENNESSY BRIAN A**

2. Issuer Name and Ticker or Trading Symbol  
**HENNESSY ADVISORS INC  
 [HNNA]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**750 GRANT AVENUE, SUITE 100**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**01/26/2006**

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

**NOVATO, CA 94945**  
 (City) (State) (Zip)

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

**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 or (D) Price					
Common Stock	01/26/2006		A		1,000 <sup>(1)</sup>	A	\$ 0	77,250 <sup>(2)</sup>	D	
Common Stock								750 <sup>(3)</sup>	I	FBO Son
Common Stock								750 <sup>(3)</sup>	I	FBO Daughter
Common Stock								1,500 <sup>(4)</sup>	I	FBO Son
Common Stock								3,750 <sup>(5)</sup>	I	By Spouse's IRA

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

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HENNESSY BRIAN A 750 GRANT AVENUE SUITE 100 NOVATO, CA 94945	X			

## Signatures

/s/ Linda Y. Kelso,  
Attorney-in-Fact

01/27/2006

\_\_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) Represents restricted stock granted pursuant to Hennessy's 2001 Omnibus Plan. Shares vest 25% per year beginning on the first anniversary of the date of grant.
- (2) Reflects the acquisition of 250 shares pursuant to a 3-for-2 stock split in the form of a dividend on March 8, 2005.
- (3) Reflects the acquisition of 500 shares pursuant to a 3-for-1 stock split in the form of a dividend on March 8, 2005.
- (4) Reflects the acquisition of 1,250 shares pursuant to a 3-for-1 stock split in the form of a dividend on March 8, 2005.
- (5) Reflects the acquisition of 28,750 shares pursuant to a 3-for-1 stock split in the form of a dividend on March 8, 2005.

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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