

ESPEY MFG & ELECTRONICS CORP  
 Form 4  
 June 05, 2012

**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 \*  
**HELMETAG CARL**

2. Issuer Name and Ticker or Trading Symbol  
**ESPEY MFG & ELECTRONICS CORP [ESP]**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
**330 SEA VIEW**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**06/01/2012**

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

**RIVERSIDE, RI 02915**  
 (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) |
|-----------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                   |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock- \$.33 1/3 par value |                                      |  |                                | (A)   | 15,750  | D  |                                   |
| Common Stock- \$.33 1/3 par value |                                      |  |                                | (A)   | 1,504   | D <sup>(1)</sup>   |                                   |

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

SEC 1474 (9-02)

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option                               | \$ 18.29   |                                      |  |                                |   | 02/21/2009 02/21/2017                                    | Common Stock  | 1,400                         |
| Stock Option                               | \$ 21.54   |                                      |  |                                |   | 05/23/2010 05/23/2018                                    | Common Stock  | 1,400                         |
| Stock Option                               | \$ 17.09   |                                      |  |                                |   | 02/20/2011 02/20/2019                                    | Common Stock  | 1,400                         |
| Stock Option                               | \$ 19.2  |                                      |  |                                |   | 08/19/2012 08/19/2020                                    | Common Stock  | 1,600                         |
| Stock Option                               | \$ 25.1  |                                      |  |                                |   | 08/26/2013 08/26/2021                                    | Common Stock  | 1,600                         |
| Stock Option                               | \$ 25.18   | 06/01/2012                           |  | A                              | 1,600   | 06/01/2014 06/01/2022                                    | Common Stock  | 1,600                         |

## Reporting Owners

| Reporting Owner Name / Address                       | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| HELMETAG CARL<br>330 SEA VIEW<br>RIVERSIDE, RI 02915 |               | X         |         |       |

## Signatures

/s/ Carl  
Helmetag

06/05/2012

\*\*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) SEP IRA account

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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