

WINLAND ELECTRONICS INC  
 Form 4  
 February 18, 2009

**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 \*  
 DEPETRA THOMAS J

2. Issuer Name and Ticker or Trading Symbol  
 WINLAND ELECTRONICS INC  
 [WEX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 14433 ENCLAVE CT. NW  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/17/2009

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

PRIOR LAKE, MN 55372

(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                    | 02/17/2009                           |                                                    | P(1)                           | 200 A                                                             | \$ 0.69                                                                                       | 12,366                                                   | D                                 |

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

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SEC 1474 (9-02)

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

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| 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 Amount of Derivative Security (Instr. 3) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|------------------------------------------------------|
| Stock Option (right to buy)                | \$ 3                                                   |                                      |                                                    |                                |                                                                                         | 05/11/2004 05/11/2009                                    | Common Stock 5,000                                            |                                                      |
| Stock Option (right to buy)                | \$ 4.11                                                |                                      |                                                    |                                |                                                                                         | 05/10/2005 05/10/2015                                    | Common Stock 5,500                                            |                                                      |
| Stock Option (right to buy)                | \$ 4.48                                                |                                      |                                                    |                                |                                                                                         | 05/09/2006 05/09/2016                                    | Common Stock 5,500                                            |                                                      |
| Stock Option (right to buy)                | \$ 3.28                                                |                                      |                                                    |                                |                                                                                         | 05/08/2007 05/08/2017                                    | Common Stock 5,500                                            |                                                      |
| Stock Option (right to buy)                | \$ 1.74                                                |                                      |                                                    |                                |                                                                                         | (2) 05/06/2014                                           | Common Stock 50,000                                           |                                                      |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |                   |       |
|------------------------------------------------------------------|---------------|-----------|-------------------|-------|
|                                                                  | Director      | 10% Owner | Officer           | Other |
| DEPETRA THOMAS J<br>14433 ENCLAVE CT. NW<br>PRIOR LAKE, MN 55372 | X             |           | President and CEO |       |

## Signatures

/s/ Thomas F. Steichen as Attorney-in-Fact for Thomas J. de Petra pursuant to Power of Attorney previously filed.

02/18/2009

\_\_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) Purchase effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 30, 2008.

(2) Original option (50,000 shares) is exercisable in increments of 10,000 shares on each of May 6, 2009, 2010, 2011, 2012, and 2013.

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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