

ESPEY MFG & ELECTRONICS CORP  
 Form 4/A  
 May 30, 2008

**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 \*  
**PINSLEY HOWARD M**

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)  
**5 LONGWOOD DRIVE**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**05/29/2008**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**President/CEO/COB**

**SARATOGA SPRINGS, NY 12866**  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)  
**05/29/2008**

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) Code V	Amount		Price
Common Stock - \$.33 1/3 par value					24,928	I	ESOP Trust
Common Stock - \$.33 1/3 par value	05/28/2008		S	500	D		\$ 22.62 0
Common Stock - \$.33 1/3 par value	05/28/2008		S	500	D		\$ 22.5 0

Common Stock - \$.33 1/3 par value	05/28/2008	S	500	D	\$ 22.78	0	D
Common Stock - \$.33 1/3 par value	05/28/2008	S	500	D	\$ 23.12	77,943	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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**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. Pri Deriv Secur (Instr.	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 11.25					08/20/2006	08/16/2014	Common Stock	2,000
Stock Option	\$ 17.36					10/13/2007	10/13/2015	Common Stock	4,000
Stock Option	\$ 17.8					05/19/2008	05/19/2016	Common Stock	4,000
Stock Option	\$ 18.29					02/21/2009	02/21/2017	Common Stock	4,000
Stock Option	\$ 21.54					05/23/2010	05/23/2018	Common Stock	4,000

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

