

Houtkin Sherry
Form 4
February 17, 2009

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 *

Houtkin Sherry

2. Issuer Name and Ticker or Trading Symbol

GENCOR INDUSTRIES INC
[GENC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

05/23/2008

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

3900 ISLAND
BLVD., PENTHOUSE 4

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

____ Form filed by One Reporting Person
__X__ Form filed by More than One Reporting Person

AVENTURA, FL 33160

(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	(D)	Price			
Common Stock, \$.10 par value	05/23/2008		P		100	A	\$ 13.28	1,241,461	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par value	05/23/2008		P		100	A	\$ 13.19	1,241,561	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par	05/23/2008		P		100	A	\$ 13.08	1,241,661	I	By Spouse (deceased 07/25/2008)

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value								
Common Stock, \$.10 par value	05/23/2008	P	100	A	\$ 12.91	1,241,761	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par value	05/23/2008	P	200	A	\$ 13.54	1,241,961	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par value	05/23/2008	P	200	A	\$ 13.06	1,242,161	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par value	05/23/2008	P	200	A	\$ 13	1,242,361	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par value	05/23/2008	P	200	A	\$ 12.92	1,242,561	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par value	05/23/2008	P	200	A	\$ 12.98	1,242,761	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par value	05/23/2008	P	200	A	\$ 12.96	1,242,961	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par value	05/23/2008	P	200	A	\$ 12.86	1,243,161	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par value	05/23/2008	S	200	D	\$ 13	1,242,961	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par value	05/23/2008	S	100	D	\$ 13.03	1,242,861	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par value	05/23/2008	S	100	D	\$ 12.93	1,242,761	I	By Spouse (deceased 07/25/2008)

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Common Stock, \$.10 par value	05/23/2008	S	100	D	\$ 12.98	1,242,661	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par value	05/28/2008	P	100	A	\$ 14.95	1,242,761	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par value	05/28/2008	P	100	A	\$ 14.76	1,242,861	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par value	05/28/2008	P	100	A	\$ 14.68	1,242,961	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par value	05/28/2008	P	100	A	\$ 14.67	1,243,061	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par value	05/28/2008	P	100	A	\$ 14.59	1,243,161	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par value	05/28/2008	P	100	A	\$ 14.51	1,243,261	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par value	05/28/2008	P	100	A	\$ 14.48	1,243,361	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par value	05/28/2008	P	200 ⁽¹⁾	A	\$ 14.54	1,243,561	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par value	05/28/2008	P	0	A	\$ 0	874,250	D	

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

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(9-02)

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Remarks:

Mr. Houtkin passed away July 25, 2008. On that date, he ceased to be a 10% owner and was no longer subject to Section 16.

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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