ELECTRO SENSORS INC

Form 4 July 10, 2006

FORM 4

Check this box

if no longer

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

OMB Number:

OMB APPROVAL

3235-0287 January 31,

2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16. Form 4 or

Estimated average burden hours per 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

response...

Expires:

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Common

Stock

07/07/2006

Form 5

(Print or Type Responses)

| 1. Name and A STROM JO | Symbol | 2. Issuer Name and Ticker or Trading Symbol ELECTRO SENSORS INC [ELSE] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | |
|-------------------------------------|---------------------|---|--|--------------------------|--|--------------------------------------|----------------|
| (Last) | (First) (M | fiddle) 3. Date of | 3. Date of Earliest Transaction | | | ск ан аррисави |)) |
| | | (Month/D | ay/Year) | | _X_ Director | | Owner |
| 5005 ARDE | 07/07/2 | 07/07/2006 | | | e titleOthe | er (specify | |
| | 4. If Ame | 4. If Amendment, Date Original | | | 6. Individual or Joint/Group Filing(Check | | |
| EDINA, MN | N 55424 | Filed(Mor | nth/Day/Year |) | Applicable Line) _X_ Form filed by Form filed by Person | One Reporting Pe More than One Re | |
| (City) | (State) | (Zip) Tabl | e I - Non-D | erivative Securities Acc | | of, or Beneficial | lly Owned |
| 1.Title of | 2. Transaction Date | 2A. Deemed | 3. | 4. Securities Acquired | 5. Amount of | 6. Ownership | 7. Nature of |
| Security (Month/Day/Year) Executive | | Execution Date, if | Date, if Transaction(A) or Disposed of | | Securities | Form: Direct | Indirect |
| (Instr. 3) | | any | Code | (D) | Beneficially | (D) or | Beneficial |
| | | (Month/Day/Year) | (Instr. 8) | (Instr. 3, 4 and 5) | Owned | Indirect (I) | Ownership |
| | | | | | Following | (Instr. 4) | (Instr. 4) |
| | | | | (A) | Reported | | |
| | | | | or | Transaction(s) | | |
| | | | Code V | Amount (D) Price | (Instr. 3 and 4) | | |

Code V

S

Amount

1,000

(D)

Price

5,000

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

D

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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | | 4. Transactio | 5. orNumber | 6. Date Exercisal Expiration Date | | 7. Title and Amount of | 8. Price of Derivative | 9. Nu Deriv |
|------------------------|--|--------------------------------------|----------------------|------------------|---|-----------------------------------|-----|--|------------------------|---|
| Security (Instr. 3) | or Exercise Price of Derivative Security | (Month Day/ Teal) | any (Month/Day/Year) | Code (Instr. 8) | of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Yea e | ar) | Underlying Securities (Instr. 3 and 4) | Security (Instr. 5) | Secur Bene Owne Follo Repo Trans (Instr |
| | | | | Code V | (A) (D) | Date Ex Exercisable Da | • | Title Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|--------------------------------|---------------|-----------|---------|-------|--|--|
| F- | Director | 10% Owner | Officer | Other | | |
| STROM JOHN S | | | | | | |
| 5005 ARDEN AVENUE | X | | | | | |
| EDINA, MN 55424 | | | | | | |

Signatures

Bradley D. Slye as Attorney-in-Fact for John S. Strom pursuant to Power of Attorney previously filed

07/10/2006

**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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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