KENNEDY RICHARD

Form 5 July 24, 2009

### FORM 5

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires. 2005
Estimated average burden hours per response... 1.0

3235-0362

January 31,

**OMB** 

Number:

Expires:

See Instruction
1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
Reported
Form 4 30(h) of the Investment Company Act of 1940

Transactions Reported

KENNEDY RICHARD Symbol STA  (Last) (First) (Middle) 3. Sta  (Mon						5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)  _X_ Director 10% Owner Officer (give title below)  Delow)				
			endment, Date Original onth/Day/Year)				6. Individual or Joint/Group Reporting  (check applicable line)			
ATHOL, I	MAÂ 01331						_X_ Form Filed by Form Filed by Person	One Reporting P More than One R		
(City)	(State)	(Zip) Tal	ole I - Non-Der	ivative Sec	uritie	s Acqu	ired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	any Code Disposed of (Month/Day/Year) (Instr. 8) (Instr. 3, 4 at		Gecurities quired (A) or sposed of (D) str. 3, 4 and 5)		5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
				Amount	or (D)	Price	(Instr. 3 and 4)			
The L S Starrett Co										
Class A Common Stock	Â	Â	Â	Â	Â	Â	125	D	Â	
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.				Persons who respond to the collection of information Solution 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)

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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,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
KENNEDY RICHARD C/O THE L S STARRETT CO 121 CRESCENT STREET ATHOL, MA 01331	ÂX	Â	Â	Â			

## **Signatures**

Richard B
Kennedy

\*\*Signature of Reporting Person

O7/24/2009

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 provided 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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