

ATRION CORP  
Form 4  
January 06, 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 \*  
STUPP JOHN P JR

(Last) (First) (Middle)

STUPP JOHN P JR, 120 SOUTH CENTRAL AVE STE 1650

(Street)

ST LOUIS, MO 63105

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
ATRION CORP [ATRI]

3. Date of Earliest Transaction (Month/Day/Year)  
01/02/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Amount		
				Code	V		
					Amount		
				(D)	Price		

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)**

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Underlying Securities (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Units	\$ 0 <sup>(2)</sup>	01/02/2009		A		74.15		<sup>(2)</sup>	<sup>(4)</sup>	Common Shares	74.15
Stock Units <sup>(1)</sup>	<sup>(1)</sup>	01/02/2009		A		0.81		01/02/2009 <sup>(3)</sup>	<sup>(4)</sup>	Common Shares	0.81

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STUPP JOHN P JR STUPP JOHN P JR 120 SOUTH CENTRAL AVE STE 1650 ST LOUIS, MO 63105			X	

## Signatures

Jeffery Strickland,  
Attorney-in-fact

01/06/2009

\_\_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) Dividend Equivalents credited as Stock Units under the Atrion Corporation Deferred Compensation Plan for Non-Employee Directors, as amended and restated (the Deferred Compensation Plan).  
  
In accordance with the Deferred Compensation Plan, the reported Stock Units were credited to the reporting persons Stock Unit Account in connection with the reporting persons election to defer a portion of the reporting persons compensation as a member of the Board of Directors. These Stock Units vest 25% on January 2, 2009, 25% on April 1, 2009, 25% on July 1, 2009 and 25% on October 1, 2009,
- (2) provided the reporting person is serving on such date as a member of the Board of Directors. In January of the year following the year in which service as a director ceases for any reason, vested Stock Units will convert to shares of common stock, without further consideration, on a one for one basis.
- (3) In January of the year following the year in which service as a director ceases for any reason, these Stock Units will convert to shares of common stock, without further consideration, on a one for one basis.
- (4) Stock Units will not expire
- (5) Does not include 12,000 stock options for the purchase of Atrion Corporation Common Shares held by the reporting person, which were previously reported.
- (6) The reporting person also directly owns 16,896 shares of Atrion Corporation Common Stock.
- (7)

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The reporting person also indirectly owns 135,000 shares held by Stupp Bros., Inc. as to which shares Mr. Stupp shares voting power and investment power as a director and executive officer and as a voting trustee of a voting trust which owns 100% of the voting stock of Stupp Bros., Inc.

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.