

ESPEY MFG & ELECTRONICS CORP  
 Form 4  
 November 10, 2014

**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)  
**11/06/2014**

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

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

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

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) |
|------------------------------------|--------------------------------------|--|--------------------------------|---|-----------------------|---|--|-----------------------------------|
|                                    |                                      |  |                                | Code  | V Amount or (D) Price |   |  |                                   |
| Common Stock - \$.33 1/3 par value | 11/06/2014                           |  | S                              | 275   | D \$ 23.5             | 69,738  | D  |                                   |
| Common Stock - \$.33 1/3 par value | 11/06/2014                           |  | S                              | 725   | D \$ 23.5             | 69,013  | D  |                                   |
| Common Stock - \$.33 1/3 par value |                                      |  |                                |   |                       | 35,046  | I  | ESOP Trust                        |

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

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(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 (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. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Stock Option                               | \$ 21.54   |                                      |  |                                |   | 05/23/2010 05/23/2018                                    | Common Stock 4,000  |   |
| Stock Option                               | \$ 19.2  |                                      |  |                                |   | 08/19/2012 08/19/2020                                    | Common Stock 1,600  |   |
| Stock Option                               | \$ 25.1  |                                      |  |                                |   | 08/26/2013 08/26/2021                                    | Common Stock 1,600  |   |
| Stock Option                               | \$ 25.18   |                                      |  |                                |   | 06/01/2014 06/01/2022                                    | Common Stock 1,600  |   |
| Stock Option                               | \$ 27.22   |                                      |  |                                |   | 08/23/2015 08/23/2025                                    | Common Stock 1,600  |   |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| PINSLEY HOWARD M<br>5 LONGWOOD DRIVE<br>SARATOGA SPRINGS, NY 12866 |               | X         |         |       |

## Signatures

/s/ Howard Pinsley 11/07/2014

\*\*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.

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