

SPECTRUM CONTROL INC
 Form 4
 June 04, 2008

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 *
 SOUTHWORTH RICHARD A

2. Issuer Name and Ticker or Trading Symbol
 SPECTRUM CONTROL INC
 [SPEC]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 8031 AVONIA ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 06/02/2008

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

FAIRVIEW, PA 16415
 (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)
				(A) or (D) Price			
Common Stock					1,425	D ⁽⁸⁾	
Common Stock					142,331	D	

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

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SEC 1474 (9-02)

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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 Underlying Security (Instr. 3 and 4)		
						Date Exercisable	Expiration Date	Title	
						Code	V	(A)	(D)
Options	\$ 8.68					(1)	01/19/2009	Common Stock	
Options	\$ 7.6					(2)	01/19/2010	Common Stock	
Options	\$ 7.6					(3)	01/19/2010	Common Stock	
Non-qualified Stock Options	\$ 6.31					(4)	11/01/2010	Common Stock	
Options	\$ 9.3	06/02/2008		A	20,000	(5)	12/03/2012	Common Stock	
Incentive Stock Options	\$ 15	06/02/2008		D	20,000	(6)	12/03/2012	Common Stock	
Non-Qualified Stock Options	\$ 15	06/02/2008		D	20,000	(6)	12/03/2012	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SOUTHWORTH RICHARD A 8031 AVONIA ROAD FAIRVIEW, PA 16415	X		President	

Signatures

John P. Leemhuis, Jr. Attorney in fact for Richard A. Southworth

06/04/2008

__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) All of the options are currently exercisable.

(2) 1/3rd of the options are currently exercisable, 1/3rd are exercisable 1/19/08, and the remaining 1/3rd are exercisable 1/19/09.

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- (3) 1/3rd of the options are currently exercisable, 1/3rd are exercisable 1/19/08, and the remaining 1/3rd are exercisable 1/19/09.
- (4) 1/3rd of the options are currently exercisable, 1/3rd are exercisable 11/1/08, and the remaining 1/3rd are exercisable 11/1/09.
- (5) 1/3rd of the options are exercisable 12/3/2009, 1/3rd are exercisable 12/3/2010, and the remaining 1/3rd are exercisable 11/1/2011.
- (6) 1/3rd of the options are exercisable 12/3/2008, 1/3rd are exercisable 12/3/2009, and the remaining 1/3rd are exercisable 11/1/2010.
- (7) The reporting person agreed to cancellation of an option granted to him on December 3, 2007 in exchange for a new option having a lower exercise price.
- (8) These shares are held jointly with the reporting persons spouse.

Remarks:

All are Granted under Spectrum Control, Inc. Employee Stock Option Plan which is a Rule 16b-3 Plan.

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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