WINLAND ELECTRONICS INC

Form 4

August 31, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * REISSNER JAMES K

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

WINLAND ELECTRONICS INC

(Check all applicable)

[WEX]

(Middle)

(Zip)

(Last) (First) 3. Date of Earliest Transaction

X_ Director 10% Owner

(Month/Day/Year)

08/29/2006

Officer (give title Other (specify below)

7808 CREEKRIDGE CIRCLE. **SUITE 200**

(Street)

(State)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

MINNEAPOLIS, MN 55439

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

4. Securities Acquired 5. Amount of Transaction(A) or Disposed of Code (D) (Instr. 3, 4 and 5) (Instr. 8)

Code V Amount

6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Ownership Owned Indirect (I) (Instr. 4) **Following** (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

or (D) Price

D 500

Common Stock

(City)

08/29/2006

S 5,000 D

(A)

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

(Month/Day/Year)

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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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		e	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Prio Deriv Secur (Instr.
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 2.2545					07/30/2002	07/30/2007	Common Stock	5,500	
Stock Option (right to buy)	\$ 2.7273					05/13/2003	05/13/2008	Common Stock	5,500	
Stock Option (right to buy)	\$ 3					05/11/2004	05/11/2009	Common Stock	5,000	
Stock Option (right to buy)	\$ 4.11					05/10/2005	05/10/2015	Common Stock	5,500	
Stock Option (right to buy)	\$ 4.48					05/09/2006	05/09/2016	Common Stock	5,500	

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
REISSNER JAMES K 7808 CREEKRIDGE CIRCLE, SUITE 200 MINNEAPOLIS, MN 55439	X					
Signatures						

Signatures

/s/ James L. 08/30/2006 Reissner

Reporting Owners 2 **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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