

PRO DEX INC
Form 10KSB/A
October 01, 2004

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-KSB/A
(Amendment No. 1)

ANNUAL Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

For the fiscal year ended June 30, 2004

OR

Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. For the transition period from _____ to _____.

Commission File Number 0-14942

PRO-DEX, INC.

(Name of small business issuer in its charter)

Colorado
**(State or Other Jurisdiction of
Incorporation or Organization)**

84-1261240
(IRS Employer Identification No.)

151 E. Columbine Avenue, Santa Ana, California 92707
(Address of Principal Executive Offices)

Issuer's telephone number: (714) 241-4411
Securities registered under Section 12(b) of the Exchange Act:

<u>Title of each class</u>	<u>Name of each exchange on which registered</u>
None	None

Securities registered under Section 12(g) of the Exchange Act:

Common stock, no par value
(Title of class)

Check whether the issuer (1) has filed all reports required by Section 13 or 15(d) of the Exchange Act during the past 12 months, and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Check if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-B contained in this form, and no disclosure will be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-KSB or any amendment to this Form 10-KSB.

Issuer's revenues for its most recent fiscal year were \$14,200,000.

The aggregate market value of the voting stock held by non-affiliates computed by reference to the closing price as of September 17, 2004 was \$22,031,000. For the purpose of this calculation, shares owned by officers, directors and 10% stockholders known to the registrant have been deemed to be owned by affiliates. This determination of affiliate status is not a determination for other purposes.

Indicate the number of shares outstanding of each of the issuer's classes of Common Stock outstanding as of the latest practicable date: 8,862,012 shares of Common Stock, no par value, as of September 17, 2004.

DOCUMENTS INCORPORATED BY REFERENCE: Part III incorporates by reference certain information from the registrant's definitive proxy statement (the "Proxy Statement") for the 2004 Annual Meeting of Shareholders. Certain exhibits are set forth in the Exhibit Index. The Exhibit Index begins on sequentially numbered page 40.

Transitional Small Business Disclosure Format: Yes No

Note: Filing was amended to include revised Exhibit 32

SIGNATURES

In accordance with the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

PRO-DEX INC.

By: / s / Patrick Johnson

Patrick Johnson
Chief Executive Officer
and President

In accordance with the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

/ s / Patrick Johnson September 27, 2004

Patrick Johnson Date
President and Chief
Executive Officer
(Principal Executive Officer)

/ s / Jeffrey J. Ritchey September 27, 2004

Jeffrey J. Ritchey Date
Treasurer, Chief Financial
Officer & Secretary
(Principal Financial and
Accounting Officer)

/ s / George J. Isaac September 27, 2004

George J. Isaac Date
Director

/ s / Mark P. Murphy September 27, 2004

Mark P. Murphy Date
Director

/ s / Michael Mesenbrink

Michael Mesenbrink September 27, 2004

Director Date

/ s / Valerio Giannini

Valerio Gianinni September 27, 2004

Director Date