

Houtkin Sherry  
Form 4  
February 17, 2009

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
Houtkin Sherry

2. Issuer Name and Ticker or Trading Symbol  
GENCOR INDUSTRIES INC  
[GENC]

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

(Last) (First) (Middle)  
  
3900 ISLAND  
BLVD., PENTHOUSE 4  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/25/2008

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

AVENTURA, FL 33160

(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  
\_X\_ 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D) Price  |   |  |   |
| Common Stock, \$.10 par value   | 07/25/2008                           |  | P                              | 100 A \$ 9.89   | 1,249,228   | I  | By Spouse (deceased 07/25/2008)                       |
| Common Stock, \$.10 par value   | 07/25/2008                           |  | P                              | 100 A \$ 10.06  | 1,249,328   | I  | By Spouse (deceased 07/25/2008)                       |
| Common Stock, \$.10 par         | 07/25/2008                           |  | P                              | 100 A \$ 9.89   | 1,249,428   | I  | By Spouse (deceased 07/25/2008)                       |

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|                                |            |   |                                   |   |          |                          |   |                                 |
|--------------------------------|------------|---|-----------------------------------|---|----------|--------------------------|---|---------------------------------|
| value                          |            |   |                                   |   |          |                          |   |                                 |
| Common Stock, \$ .10 par value | 07/25/2008 | P | 100                               | A | \$ 10.1  | 1,249,528                | I | By Spouse (deceased 07/25/2008) |
| Common Stock, \$ .10 par value | 07/25/2008 | P | 200                               | A | \$ 10.06 | 1,249,728                | I | By Spouse (deceased 07/25/2008) |
| Common Stock, \$ .10 par value | 07/25/2008 | S | 100                               | D | \$ 10.02 | 1,249,628                | I | By Spouse (deceased 07/25/2008) |
| Common Stock, \$ .10 par value | 07/25/2008 | S | 100                               | D | \$ 10.05 | 1,249,528                | I | By Spouse (deceased 07/25/2008) |
| Common Stock, \$ .10 par value | 07/25/2008 | S | 100                               | D | \$ 10.19 | 1,249,428                | I | By Spouse (deceased 07/25/2008) |
| Common Stock, \$ .10 par value | 07/25/2008 | S | 100 <sup>(1)</sup>                | D | \$ 10.24 | 1,249,328 <sup>(2)</sup> | I | By Spouse (deceased 07/25/2008) |
| Common Stock, \$ .10 par value | 07/25/2008 | W | V <u>1,240,292</u> <sup>(3)</sup> | D | \$ 0     | 9,036                    | I | By Spouse (deceased 07/25/2008) |
| Common Stock, \$ .10 par value | 11/06/2008 | W | V 9,036 <sup>(4)</sup>            | D | \$ 0     | 0                        | I | By Spouse (deceased 07/25/08)   |
| Common Stock, \$ .10 par value | 07/25/2008 | W | V <u>1,240,292</u> <sup>(3)</sup> | A | \$ 0     | 2,114,642 <sup>(5)</sup> | 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)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)



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- (4) The remaining 9,036 shares became subject to the control of the executors of Mr. Houtkin's estate (Brad and Sherry Houtkin) on November 6, 2008 (the date of their appointment).
- (5) These represent the shares beneficially owned by Sherry Houtkin at the date of Mr. Houtkin's death and as of the filing date of this Form 4 Statement of Changes in Beneficial Ownership.

### **Remarks:**

- (6) Mr. Houtkin passed away July 25, 2008. On that date, he ceased to be a 10% owner and was no longer subject to Section 1
- (7) Individually and as co-executor of the Estate Of Harvey Houtkin (on behalf of Harvey Houtkin)
- (8) As co-executor of the Estate Of Harvey Houtkin (on behalf of Harvey Houtkin)

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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