PRO DEX INC Form 4 October 20, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

Form 4 or
Form 5

obligations
may continue.

See Instruction

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

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

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5. Relationship of Reporting Person(s) to

(Print or Type Responses)

1(b).

COSS RONALD G Issuer Symbol PRO DEX INC [PDEX] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director X__ 10% Owner __Other (specify Officer (give title 3 OVERLOOK DR 10/19/2009 below)

2. Issuer Name and Ticker or Trading

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

_X_Form filed by One Reporting Person
__Form filed by More than One Reporting
Person
Person

NEWPORT COAST, CA 92657

1. Name and Address of Reporting Person *

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative Securities Acqui	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, if	3. Transaction	4. Securities Acquired (A) our Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially	6. Ownership Form:	7. Nature of Indirect Beneficial	
(Ilisti. 3)		any (Month/Day/Year)	(Instr. 8)	· /	Owned Following Reported	Direct (D) or Indirect (I)	Ownership (Instr. 4)	
			Code V	(A) or Amount (D) Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
Pro-Dex Common Stock	10/19/2009		S	17,185 D \$ 0.5705	1,081,879	I	Trust (I)	

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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1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Title a		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transactic Code (Instr. 8)	onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Amount Underlyi Securitie (Instr. 3	ing es	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	or Title N of	umber		

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
COSS RONALD G						
3 OVERLOOK DR		X				
NEWPORT COAST, CA 92657						

Signatures

Jeff Ritchey 10/20/2009

**Signature of 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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