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BERTHELO Form 4 January 11,	OT MICHAEL J 2010										
FORN Check th	nis box	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								APPROVAL 3235-0287 January 31,	
if no lor subject t Section Form 4 Form 5	16. or Filed put			WNERSHIP OI	Estimated burden hol response	urs per					
obligatio may cor <i>See</i> Instr 1(b).	ruction			Jtility Ho nvestmen	•		- ·	t of 1935 or Sect 1940	ion		
(Print or Type 1. Name and A BERTHEL	2. Issuer Name and Ticker or Trading Symbol PRO DEX INC [PDEX]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) (First) (Middle) 2361 MCGAW AVE			3. Date of Earliest Transaction (Month/Day/Year) 01/11/2010					X_ Director 10% Owner Officer (give title Other (specify below) below)			
IRVINE, C	4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Tab	ole I - Non-	Deriva	ntive S	Securities A	Acquired, Disposed	of, or Beneficia	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transactio Code (Instr. 8) Code V	onAcqu Dispo (Instr	osed o r. 3, 4	A) or	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)	
Reminder: Re	port on a separate line	e for each cl	ass of sec	urities bene	Pe in re di	erson forma quire	as who re ation con d to resp vs a curre	or indirectly. spond to the colle tained in this forr ond unless the fo ently valid OMB co	n are not orm	SEC 1474 (9-02)	

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	Derivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)		

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	Derivative Security					or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Pro-Dex Stock Options	\$ 0.49	01/09/2010	01/11/2010	А		15,000		07/10/2010	01/08/2020	Pro-Dex Common Stock	15,000

Reporting Owners

Reporting Owner Name / Addre	ess	Relationships							
	Director	10% Owner	Officer	Other					
BERTHELOT MICHAEL J 2361 MCGAW AVE IRVINE, CA 92614	X								
Signatures									
Jeff Ritchey	01/11/2010								
<u>**</u> 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.