

Charlton Alisha
Form 4
July 02, 2018

FORM 4

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

OMB APPROVAL

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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 *
Charlton Alisha

(Last) (First) (Middle)

C/O 2361 MCGAW AVENUE

(Street)

IRVINE, CA 92614

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PRO DEX INC [PDEX]

3. Date of Earliest Transaction (Month/Day/Year)
07/01/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	08/01/2015		J(1)	V	653 A \$ 1.99	653	D
Common Stock	01/30/2016		J(1)	V	662 A \$ 1.9635	1,315	D
Common Stock	08/04/2016		J(1)	V	264 A \$ 4.9115	1,579	D
Common Stock	02/02/2017		J(1)	V	286 A \$ 4.53	1,865	D
Common Stock	08/03/2017		J(1)	V	249 A \$ 5.21	2,114	D

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Common Stock	02/01/2018	J ⁽¹⁾	V	219	A	\$ 5.93	2,333	D
Common Stock	07/01/2018	A ⁽²⁾		7,300	A	\$ 0	9,633	D
Common Stock	07/01/2018	F ⁽³⁾		2,741	D	\$ 6.65	6,892	D

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

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

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
Charlton Alisha C/O 2361 MCGAW AVENUE IRVINE, CA 92614	Director 10% Owner Officer Other Chief Financial Officer

Signatures

/s/ Alisha
Charlton

07/02/2018

**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).
- (1) These purchases were made pursuant to an Employee Stock Purchase Plan in exempt transactions pursuant to Rule 16b-3(c) and Rule 16b-3(d).
- (2) Represents shares issued under a performance award agreement granted to the reporting person on December 5, 2017, pursuant to the Pro-Dex, Inc. 2016 Equity Incentive Plan.
- (3) Represents shares withheld to satisfy tax withholding obligations of the reporting person.

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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