

ESPEY MFG & ELECTRONICS CORP
 Form 4
 February 28, 2008

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

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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 *
PINSLEY HOWARD M

(Last) (First) (Middle)
5 LONGWOOD DRIVE
 (Street)

SARATOGA SPRINGS, NY 12866

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ESPEY MFG & ELECTRONICS CORP [ESP]

3. Date of Earliest Transaction (Month/Day/Year)
02/27/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President/CEO/COB

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) Code V	Amount		Price	
Common Stock - \$.33 1/3 par value					24,928	I	ESOP Trust	
Common Stock - \$.33 1/3 par value	02/27/2008		S	1,000	D	\$ 21.75	0	D
Common Stock - \$.33 1/3 par value	02/27/2008		S	1,000	D	\$ 22	0	D

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Common Stock - \$.33 1/3 par value	02/28/2008	S	1,000	D	\$ 22.23	0	D
Common Stock - \$.33 1/3 par value	02/28/2008	S	1,000	D	\$ 22.25	0	D
Common Stock - \$.33 1/3 par value	02/28/2008	S	1,000	D	\$ 22.32	0	D
Common Stock - \$.33 1/3 par value	02/28/2008	S	42	D	\$ 22.37	90,526	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)

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 or Value of Underlying Securities (Instr. 3 and 4)
Stock Option	\$ 11.25					Date Exercisable: 08/20/2006 Expiration Date: 08/16/2014	Common Stock	4,000
Stock Option	\$ 17.36					10/13/2007 10/13/2015	Common Stock	4,000
Stock Option	\$ 17.8					05/19/2008 05/19/2016	Common Stock	4,000
	\$ 18.29					02/21/2009 02/21/2017		4,000

