

Sands David
Form 4
November 22, 2010

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Sands David

(Last) (First) (Middle)

C/O HENRY BROS.
ELECTRONICS, INC.

(Street)

FAIRLAWN, NJ 07410

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Henry Bros. Electronics, Inc. [HBE]

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

11/12/2010

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)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	11/12/2010		M		2,000 A \$ 4.9	2,000	D
Common Stock	11/12/2010		M		2,000 A \$ 3.33	4,000	D
Common Stock	11/12/2010		M		2,000 A \$ 4.65	6,000	D
Common Stock	11/12/2010		M		4,000 A \$ 5.6	10,000	D
Common Stock	11/12/2010		M		2,000 A \$ 6.43	12,000	D

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Common Stock 11/12/2010 M 2,000 A \$ 4 14,000 D

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

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(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. Amount or Number of Shares	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 4.9	11/12/2010		M		2,000		08/03/2005	12/31/2010	Common Stock	2,000
Option (Right to Buy)	\$ 3.33	11/12/2010		M		2,000		11/01/2006	11/01/2011	Common Stock	2,000
Option (Right to Buy)	\$ 4.65	11/12/2010		M		2,000		09/11/2007	09/11/2012	Common Stock	2,000
Option (Right to Buy)	\$ 5.6	11/12/2010		M		4,000		08/13/2008	08/12/2013	Common Stock	4,000
Option (Right to Buy)	\$ 6.43	11/12/2010		M		2,000		05/13/2009	05/12/2014	Common Stock	2,000
Option (Right to Buy)	\$ 4	11/12/2010		M		2,000		05/12/2010	05/12/2015	Common Stock	2,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Sands David
C/O HENRY BROS. ELECTRONICS, INC. X
FAIRLAWN, NJ 07410

Signatures

/s/ David Sands 11/22/2010

**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.

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