

HENNESSY ADVISORS INC  
 Form 4  
 December 07, 2007

**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 \*  
**HENNESSY BRIAN A**

2. Issuer Name and Ticker or Trading Symbol  
**HENNESSY ADVISORS INC [HNNA]**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
**16 DEER CREEK COURT**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**12/05/2007**

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

**FAIRFAX, CA 94930**  
 (City) (State) (Zip)

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

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) |                 |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-----------------------|---|--|-----------------------------------|-----------------|
|                                 |                                      |  |                                | Code  | V Amount or (D) Price |   |  |                                   |                 |
| Common Stock                    | 12/05/2007                           |  | A                              | V   | 1,250<br>(1)          | A \$ 0  | 169,812 (2)  | D                                 |                 |
| Common Stock                    |                                      |  |                                |   |                       |   | 1,687 (2)  | I                                 | FBO Son         |
| Common Stock                    |                                      |  |                                |   |                       |   | 1,687 (2)  | I                                 | FBO Daughter    |
| Common Stock                    |                                      |  |                                |   |                       |   | 3,375 (2)  | I                                 | FBO Son         |
| Common Stock                    |                                      |  |                                |   |                       |   | 8,437 (2)  | I                                 | By Spouse's IRA |

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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. Price of Derivative Security (Instr. 5) | 9. Nu                      |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares |

**Reporting Owners**

| Reporting Owner Name / Address                               | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| HENNESSY BRIAN A<br>16 DEER CREEK COURT<br>FAIRFAX, CA 94930 |               | X         |         |       |

**Signatures**

/s/ Linda Y. Kelso, as Attorney-in-Fact 12/07/2007

\*\*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) Represents restricted stock granted pursuant to Hennessy's 2001 Omnibus Plan. Shares vest 25% per year beginning on the first anniversary of the date of grant.
- (2) Adjusted for a 3-for-2 stock split in the form of a dividend on March 7, 2007.

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.