

ONEIL DAVID A  
Form 4  
September 21, 2018

# FORM 4

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

OMB APPROVAL

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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 \*  
ONEIL DAVID A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
14 BRIDGET CIRCLE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
09/19/2018

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Executive VP/CFO/Director

COHOES, NY 12047

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

(City) (State) (Zip)

**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) |
|------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock - \$.33 1/3 par value |                                      |  |                                |   | 14,743  | I  | ESOP Trust <sup>(1)</sup>                             |
| Common Stock - \$.33 1/3 par value | 09/19/2018                           |  | M                              | 222 A   | \$ 17.09 10,222   | D  |   |
| Common Stock - \$.33 1/3 par value | 09/19/2018                           |  | S                              | 100 D   | \$ 31.5 10,122  | D  |   |

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|                                     |            |   |       |   |            |        |   |
|-------------------------------------|------------|---|-------|---|------------|--------|---|
| Common Stock - \$0.33 1/3 par value | 09/19/2018 | S | 100   | D | \$ 31.55   | 10,022 | D |
| Common Stock - \$0.33 1/3 par value | 09/19/2018 | S | 15    | D | \$ 31.7    | 10,007 | D |
| Common Stock - \$0.33 1/3 par value | 09/19/2018 | S | 7     | D | \$ 31.52   | 10,000 | D |
| Common Stock - \$0.33 1/3 par value | 09/20/2018 | M | 1,778 | A | \$ 17.09   | 11,778 | D |
| Common Stock - \$0.33 1/3 par value | 09/20/2018 | S | 1,778 | D | \$ 32.1188 | 10,000 | D |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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. P... Der... Sec... (Ins... |                            |    |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|----|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                         | Amount or Number of Shares |    |
| Stock Option                               | \$ 17.09   | 09/19/2018                           |  | M                              | 222   | 02/19/2011   | 02/19/2019  | Common Stock                  | 222                        | \$ |
| Stock Option                               | \$ 17.09   | 09/20/2018                           |  | M                              | 778   | 02/19/2011   | 02/19/2019  | Common Stock                  | 1,778                      | \$ |

## Reporting Owners

| Reporting Owner Name / Address                         | Relationships |           |                              |       |
|--|---------------|-----------|------------------------------|-------|
|  | Director      | 10% Owner | Officer                      | Other |
| ONEIL DAVID A<br>14 BRIDGET CIRCLE<br>COHOES, NY 12047 | X             |           | Executive<br>VP/CFO/Director |       |

## Signatures

/s/ David O'Neil                      09/19/2018

\_\_Signature of                      Date  
Reporting Person

## 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) Since the date of the reporting person's last ownership report, the reporting person received an allocation of 528 shares

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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