

WINLAND ELECTRONICS INC

Form 4

August 11, 2009

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
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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 \*  
DEPETRA THOMAS J2. Issuer Name **and** Ticker or Trading  
Symbol  
WINLAND ELECTRONICS INC  
[WEX]5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
14433 ENCLAVE CT. NW  
(Street)3. Date of Earliest Transaction  
(Month/Day/Year)  
08/03/2009☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
President and CEO

PRIOR LAKE, MN 55372

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|--------------------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                       | Amount<br>(A)<br>or<br>(D)                                                                                         | Price                                                                |                                                                                |
| Common<br>Stock                       | 08/03/2009                              |                                                             | L                                       |                                                                         | 200 <sup>(1)</sup>                                                                                                 | A \$ 0.77                                                            | 18,312 D                                                                       |
| Common<br>Stock                       | 08/04/2009                              |                                                             | L                                       |                                                                         | 200 <sup>(1)</sup>                                                                                                 | A \$<br>0.7248                                                       | 18,512 D                                                                       |
| Common<br>Stock                       | 08/04/2009                              |                                                             | L                                       |                                                                         | 400 <sup>(1)</sup>                                                                                                 | A \$ 0.77                                                            | 18,912 D                                                                       |
| Common<br>Stock                       | 08/07/2009                              |                                                             | L                                       |                                                                         | 70 <sup>(1)</sup>                                                                                                  | A \$ 0.85                                                            | 18,982 D                                                                       |
| Common<br>Stock                       | 08/07/2009                              |                                                             | L                                       |                                                                         | 400 <sup>(1)</sup>                                                                                                 | A \$ 0.86                                                            | 19,382 D                                                                       |

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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.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                     | 8. Pri<br>Deriv<br>Secur<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|-------------------------------------|------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Amount<br>or<br>Number<br>of Shares |                                    |
| Stock<br>Option<br>(right to<br>buy)                | \$ 4.11                                                            |                                         |                                                             |                                      |                                                                                                                    | 05/10/2005                                                     | 05/10/2015         | Common<br>Stock                                                     | 5,500                               |                                    |
| Stock<br>Option<br>(right to<br>buy)                | \$ 4.48                                                            |                                         |                                                             |                                      |                                                                                                                    | 05/09/2006                                                     | 05/09/2016         | Common<br>Stock                                                     | 5,500                               |                                    |
| Stock<br>Option<br>(right to<br>buy)                | \$ 3.28                                                            |                                         |                                                             |                                      |                                                                                                                    | 05/08/2007                                                     | 05/08/2017         | Common<br>Stock                                                     | 5,500                               |                                    |
| Stock<br>Option<br>(right to<br>buy)                | \$ 1.74                                                            |                                         |                                                             |                                      |                                                                                                                    | <u>(2)</u>                                                     | 05/06/2014         | Common<br>Stock                                                     | 50,000                              |                                    |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |                   |       |
|------------------------------------------------------------------|---------------|-----------|-------------------|-------|
|                                                                  | Director      | 10% Owner | Officer           | Other |
| DEPETRA THOMAS J<br>14433 ENCLAVE CT. NW<br>PRIOR LAKE, MN 55372 | X             |           | President and CEO |       |

## Signatures

/s/ Thomas F. Steichen as Attorney-in-Fact for Thomas J. de Petra pursuant to Power of Attorney previously filed.

08/11/2009

\_\_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) Purchased pursuant to a Rule 10b5-1 Purchase Plan adopted by the reporting person on June 19, 2009.

(2) Original option (50,000 shares) is exercisable in increments of 10,000 shares on each of May 6, 2009, 2010, 2011, 2012, and 2013.

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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