

ELECTRO SENSORS INC
Form 4/A
May 04, 2006

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 *
MILLER GEOFFREY W

2. Issuer Name and Ticker or Trading Symbol
ELECTRO SENSORS INC [ELSE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
12735 - 42ND PLACE N

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/28/2006

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

PLYMOUTH, MN 55442

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
04/28/2006

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)	Price					
				Code	V	Amount				
Common Stock	04/28/2006		A		3,000	A	\$ 2	3,000	D	
Common Stock	04/28/2006		A		3,000	A	\$ 2.33	6,000	D	
Common Stock	04/28/2006		A		3,000	A	\$ 2.89	9,000	D	
Common Stock	04/28/2006		A		3,000	A	\$ 4.49	12,000	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

SEC 1474 (9-02)

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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
Stock Option (right to buy)	\$ 2	04/28/2006		M	3,000	04/28/1999 04/27/2009	Common Stock	3,000
Stock Option (right to buy)	\$ 2.33	04/28/2006		M	3,000	04/26/2000 04/25/2010	Common Stock	3,000
Stock Option (right to buy)	\$ 2.89	04/28/2006		M	3,000	04/25/2001 04/24/2011	Common Stock	3,000
Stock Option (right to buy)	\$ 4.49	04/28/2006		M	3,000	04/17/2002 04/17/2017	Common Stock	3,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLER GEOFFREY W 12735 - 42ND PLACE N PLYMOUTH, MN 55442	X			

Signatures

/s/ GEOFFREY W
MILLER

05/03/2006

**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.

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.