

Houtkin Sherry  
Form 4  
February 12, 2009

**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**

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Houtkin Sherry

2. Issuer Name **and** Ticker or Trading  
Symbol  
GENCOR INDUSTRIES INC  
[GENC]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/03/2008

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

3900 ISLAND  
BLVD., PENTHOUSE 4

(Street)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_X\_ Form filed by More than One Reporting  
Person

AVENTURA, FL 33160

(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>Code<br>(Instr. 8) | 4. Securities Acquired<br>Transaction(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.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|----------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------|------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock,<br>\$.10 par<br>value | 03/03/2008                              |                                                             | P                        | 100 A<br>\$ 17.62                                                                  | 1,254,293                                                                                                          | I                                                                          | By Spouse<br>(deceased<br>07/25/2008)                             |
| Common<br>Stock,<br>\$.10 par<br>value | 03/03/2008                              |                                                             | P                        | 200 A<br>\$ 17.62                                                                  | 1,254,493                                                                                                          | I                                                                          | By Spouse<br>(deceased<br>07/25/2008)                             |
| Common<br>Stock,<br>\$.10 par          | 03/03/2008                              |                                                             | S                        | 100 D<br>\$ 17.29                                                                  | 1,254,393                                                                                                          | I                                                                          | By Spouse<br>(deceased<br>07/25/2008)                             |

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|                                        |            |   |     |   |             |           |   |                                       |
|----------------------------------------|------------|---|-----|---|-------------|-----------|---|---------------------------------------|
| value                                  |            |   |     |   |             |           |   |                                       |
| Common<br>Stock,<br>\$.10 par<br>value | 03/04/2008 | P | 100 | A | \$<br>17.02 | 1,254,493 | I | By Spouse<br>(deceased<br>07/25/2008) |
| Common<br>Stock,<br>\$.10 par<br>value | 03/04/2008 | P | 100 | A | \$ 17.3     | 1,254,593 | I | By Spouse<br>(deceased<br>07/25/2008) |
| Common<br>Stock,<br>\$.10 par<br>value | 03/04/2008 | P | 100 | A | \$<br>17.25 | 1,254,693 | I | By Spouse<br>(deceased<br>07/25/2008) |
| Common<br>Stock,<br>\$.10 par<br>value | 03/04/2008 | S | 200 | D | \$<br>17.45 | 1,254,493 | I | By Spouse<br>(deceased<br>07/25/2008) |
| Common<br>Stock,<br>\$.10 par<br>value | 03/04/2008 | S | 100 | D | \$<br>17.08 | 1,254,393 | I | By Spouse<br>(deceased<br>07/25/2008) |
| Common<br>Stock,<br>\$.10 par<br>value | 03/05/2008 | P | 50  | A | \$<br>19.75 | 1,254,443 | I | By Spouse<br>(deceased<br>07/25/2008) |
| Common<br>Stock,<br>\$.10 par<br>value | 03/05/2008 | P | 50  | A | \$ 19.7     | 1,254,493 | I | By Spouse<br>(deceased<br>07/25/2008) |
| Common<br>Stock,<br>\$.10 par<br>value | 03/05/2008 | P | 70  | A | \$ 19.7     | 1,254,563 | I | By Spouse<br>(deceased<br>07/25/2008) |
| Common<br>Stock,<br>\$.10 par<br>value | 03/05/2008 | P | 100 | A | \$ 20.3     | 1,254,663 | I | By Spouse<br>(deceased<br>07/25/2008) |
| Common<br>Stock,<br>\$.10 par<br>value | 03/05/2008 | P | 100 | A | \$ 19.9     | 1,254,763 | I | By Spouse<br>(deceased<br>07/25/2008) |
| Common<br>Stock,<br>\$.10 par<br>value | 03/05/2008 | P | 100 | A | \$<br>19.55 | 1,254,863 | I | By Spouse<br>(deceased<br>07/25/2008) |

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|                                        |            |   |                    |   |             |           |   |                                       |
|----------------------------------------|------------|---|--------------------|---|-------------|-----------|---|---------------------------------------|
| Common<br>Stock,<br>\$.10 par<br>value | 03/05/2008 | P | 100                | A | \$<br>19.95 | 1,254,963 | I | By Spouse<br>(deceased<br>07/25/2008) |
| Common<br>Stock,<br>\$.10 par<br>value | 03/05/2008 | P | 100                | A | \$<br>19.85 | 1,255,063 | I | By Spouse<br>(deceased<br>07/25/2008) |
| Common<br>Stock,<br>\$.10 par<br>value | 03/05/2008 | P | 100                | A | \$ 20       | 1,255,163 | I | By Spouse<br>(deceased<br>07/25/2008) |
| Common<br>Stock,<br>\$.10 par<br>value | 03/05/2008 | S | 300                | D | \$<br>18.45 | 1,254,863 | I | By Spouse<br>(deceased<br>07/25/2008) |
| Common<br>Stock,<br>\$.10 par<br>value | 03/05/2008 | S | 266                | D | \$<br>19.78 | 1,254,597 | I | By Spouse<br>(deceased<br>07/25/2008) |
| Common<br>Stock,<br>\$.10 par<br>value | 03/05/2008 | S | 200                | D | \$<br>18.25 | 1,254,397 | I | By Spouse<br>(deceased<br>07/25/2008) |
| Common<br>Stock,<br>\$.10 par<br>value | 03/05/2008 | S | 200                | D | \$ 20       | 1,254,197 | I | By Spouse<br>(deceased<br>07/25/2008) |
| Common<br>Stock,<br>\$.10 par<br>value | 03/05/2008 | S | 15                 | D | \$<br>19.72 | 1,254,182 | I | By Spouse<br>(deceased<br>07/25/2008) |
| Common<br>Stock,<br>\$.10 par<br>value | 03/06/2008 | S | 600                | D | \$ 20.7     | 1,253,582 | I | By Spouse<br>(deceased<br>07/25/2008) |
| Common<br>Stock,<br>\$.10 par<br>value | 03/06/2008 | S | 500 <sup>(1)</sup> | D | \$<br>20.25 | 1,253,082 | I | By Spouse<br>(deceased<br>07/25/2008) |
| Common<br>Stock,<br>\$.10 par<br>value | 03/04/2008 | P | 100                | A | \$<br>17.06 | 873,818   | 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<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                     |

## Reporting Owners

| Reporting Owner Name / Address                                                            | Relationships |              |         |       |
|-------------------------------------------------------------------------------------------|---------------|--------------|---------|-------|
|                                                                                           | Director      | 10%<br>Owner | Officer | Other |
| Houtkin Sherry<br>3900 ISLAND BLVD.<br>PENTHOUSE 4<br>AVENTURA, FL 33160                  |               | X            |         |       |
| HOUTKIN HARVEY<br>% SHERRY HOUTKIN<br>3900 ISLAND BLVD, PENTHOUSE 4<br>AVENTURA, FL 33160 |               | X            |         |       |

## Signatures

/s/ Sherry  
Houtkin 02/05/2009  
 \*\*Signature of Reporting Person Date

/s/ Brad Houtkin 02/05/2009  
 \*\*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) All of the foregoing transactions were effected prior to Mr. Houtkin's death (07/25/08) and reflect shares in which he had a beneficial ownership, other than shares beneficially owned by his spouse, Sherry Houtkin, which are reported herein by Mrs. Houtkin.

### Remarks:

Mr. Houtkin passed away July 25, 2008. On that date, he ceased to be a 10% owner and was no longer subject to Section 16.

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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