

ENGINEERED SUPPORT SYSTEMS INC

Form 4

February 02, 2006

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ROBERTSON CHARLES T JR

2. Issuer Name **and** Ticker or Trading  
Symbol  
ENGINEERED SUPPORT  
SYSTEMS INC [EASI]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O ENGINEERED SUPPORT  
SYSTEMS INC, 201 EVANS LANE

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/31/2006

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

(Street)  
ST LOUIS, MO 63121

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)
			Code	V	Amount	(D)	Price

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 Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction of Derivative	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8.
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Purchase	\$ 16.613	01/31/2006	D		8,438		03/04/2003	03/03/2008	Common	8,438
Option to Purchase	\$ 35.833	01/31/2006	D		8,438		03/02/2004	03/01/2009	Common	8,438
Option to Purchase	\$ 37.173	01/31/2006	D		8,438		03/01/2005	02/28/2010	Common	8,438

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

ROBERTSON CHARLES T JR  
C/O ENGINEERED SUPPORT SYSTEMS INC  
201 EVANS LANE  
ST LOUIS, MO 63121

X

## Signatures

/s/ Daniel Kreher, attorney  
in fact

02/02/2006

\*\*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).

(1) This option was canceled pursuant to the Agreement and Plan of Merger between issuer and DRS Technologies, Inc. in exchange for \$18.49 in cash and .1615 shares of DRS common stock, representing the difference between the exercise price of the option and the merger consideration. The per share merger consideration was \$30.10 in cash and .2628 shares of DRS common stock having a market value of \$49.425 on the effective date of the merger.

(2) This option was canceled pursuant to the Agreement and Plan of Merger between issuer and DRS Technologies, Inc. in exchange for \$5.07 in cash and .0443 shares of DRS common stock, representing the difference between the exercise price of the option and the merger consideration.

(3) This option was canceled pursuant to the Agreement and Plan of Merger between issuer and DRS Technologies, Inc. in exchange for \$4.13 in cash and .0361 shares of DRS common stock, representing the difference between the exercise price of the option and the merger consideration.

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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