

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 \*  
GERHARDT GARY C

(Last) (First) (Middle)

C/O ENGINEERED SUPPORT  
SYSTEMS INC, 201 EVANS LANE

(Street)

ST LOUIS, MO 63121

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below) Vice Chairman & CFO

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)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	01/31/2006		D		167,111	D	<u>11</u> 0		D
Common Stock	01/31/2006		D		564	D	<u>11</u> 0	I	By ESOP

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 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Option to Purchase	\$ 5.185	01/31/2006		D	202,500	03/29/2001 03/28/2006	Common 202,500
Option to Purchase	\$ 12.711	01/31/2006		D	620,157	07/24/2002 07/23/2007	Common 620,157
Option to Purchase	\$ 29.458	01/31/2006		D	22,500	10/28/2003 10/27/2008	Common 22,500
Option to Purchase	\$ 31.747	01/31/2006		D	22,500	09/16/2004 09/15/2009	Common 22,500

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GERHARDT GARY C C/O ENGINEERED SUPPORT SYSTEMS INC 201 EVANS LANE ST LOUIS, MO 63121	X Vice Chairman & CFO

## 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) Disposed of pursuant to Agreement and Plan of Merger between issuer and DRS Technologies, Inc. in exchange for \$30.10 in cash and .2628 shares of DRS common stock having a value of \$49.425 per share 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 \$26.48 in cash and .2312 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.

- (3) This option was canceled pursuant to the Agreement and Plan of Merger between issuer and DRS Technologies, Inc. in exchange for \$21.22 in cash and .1853 shares of DRS common stock, representing the difference between the exercise price of the option and the merger consideration.

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This option was canceled pursuant to the Agreement and Plan of Merger between issuer and DRS Technologies, Inc. in exchange for  
(4) \$9.52 in cash and .0831 shares of DRS common stock, representing the difference between the exercise price of the option and the merger consideration.

This option was canceled pursuant to the Agreement and Plan of Merger between issuer and DRS Technologies, Inc. in exchange for  
(5) \$7.92 in cash and .0692 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.

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.