

ENGINEERED SUPPORT SYSTEMS INC

Form 4

February 02, 2006

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

OMB APPROVAL

OMB
Number: 3235-0287Expires: January 31,
2005Estimated average
burden hours per
response... 0.5Check 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 *
POTTHOFF GERALD A

(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 & CEO

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/31/2006		D	2,940	D <u>11</u> 0	D	
Common Stock	01/31/2006		D	90,131	D <u>11</u> 0	I	Gerald A. Potthoff Living Trust dated 6/23/97

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**SEC 1474
(9-02)

displays a currently valid OMB control number.

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	\$ 12.711	01/31/2006		D		788,907		07/24/2002	07/23/2007	Common	788,907
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
POTTHOFF GERALD A C/O ENGINEERED SUPPORT SYSTEMS INC 201 EVANS LANE ST LOUIS, MO 63121	X Vice Chairman & CEO

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 \$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. 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 \$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.

Edgar Filing: ENGINEERED SUPPORT SYSTEMS INC - Form 4

This option was canceled pursuant to the Agreement and Plan of Merger between issuer and DRS Technologies, Inc. in exchange for

- (4) \$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.