

WINLAND ELECTRONICS INC

Form 4

February 16, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
DEPETRA THOMAS J

2. Issuer Name and Ticker or Trading Symbol  
WINLAND ELECTRONICS INC  
[WEX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
14433 ENCLAVE CT. NW  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/01/2010

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

PRIOR LAKE, MN 55372

(City) (State) (Zip)

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

**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 Price (D)		
Common Stock	02/01/2010		L		100 <sup>(1)</sup> A \$ 0.88		D
Common Stock	02/03/2010		L		100 <sup>(1)</sup> A \$ 0.97		D
Common Stock	02/03/2010		L		200 <sup>(1)</sup> A \$ 0.98		D
Common Stock	02/04/2010		L		100 <sup>(1)</sup> A \$ 0.97		D
Common Stock	02/08/2010		L		100 <sup>(1)</sup> A \$ 0.98		D

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Common Stock	02/08/2010	L	100 <u>(1)</u>	A	\$ 0.99	26,383	D
Common Stock	02/08/2010	L	100 <u>(1)</u>	A	\$ 1	26,483	D
Common Stock	02/10/2010	L	100 <u>(1)</u>	A	\$ 0.99	26,583	D
Common Stock	02/11/2010	L	40 <u>(1)</u>	A	\$ 0.94	26,623	D
Common Stock	02/11/2010	L	100 <u>(1)</u>	A	\$ 0.98	26,723	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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)	8. Price of Underlying Security (Instr. 3 and 4)
Stock Option (right to buy)	\$ 4.11					Date Exercisable: 05/10/2005 Expiration Date: 05/10/2015	Common Stock 5,500	Amount or Number of Shares: 5,500
Stock Option (right to buy)	\$ 4.48					Date Exercisable: 05/09/2006 Expiration Date: 05/09/2016	Common Stock 5,500	Amount or Number of Shares: 5,500
Stock Option (right to buy)	\$ 3.28					Date Exercisable: 05/08/2007 Expiration Date: 05/08/2017	Common Stock 5,500	Amount or Number of Shares: 5,500
	\$ 1.74					<u>(2)</u> 05/06/2014		50,000

Stock  
Option  
(right to  
buy)

Common  
Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEPETRA THOMAS J 14433 ENCLAVE CT. NW PRIOR LAKE, MN 55372	X		President and CEO	

## Signatures

/s/ Thomas F. Steichen as Attorney-in-Fact for Thomas J. de Petra pursuant to Power of Attorney previously filed.

02/16/2010

\_\_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) Purchased pursuant to a Rule 10b5-1 Purchase Plan adopted by the reporting person on June 19, 2009.

(2) Original option (50,000 shares) is exercisable in increments of 10,000 shares on each of May 6, 2009, 2010, 2011, 2012, and 2013.

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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