

SUTRON CORP
Form 4
February 25, 2014

FORM 4

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

OMB APPROVAL

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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 *
Perlus Microcap Fund L.P.

(Last) (First) (Middle)

5TH FLOOR, 37 ESPLANADE, ST.
HELIER

(Street)

JERSEY, X0 JE1 2TR

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SUTRON CORP [STRN]

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 | | | | | 548,099 | D | |
| Common Stock | 02/06/2014 | | J | 9,500 A \$ 5.2 | 9,500 | I | (1) (1) |
| Common Stock | 02/08/2014 | | J | 250 A \$ 5.2 | 9,750 | I | (1) (1) |
| Common Stock | 02/18/2014 | | J | 1,300 A \$ 5.2 | 11,050 | I | (1) (1) |

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 Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Perlus Microcap Fund L.P. 5TH FLOOR, 37 ESPLANADE ST. HELIER JERSEY, X0 JE1 2TR | | X | | |
| PERLUS INVESTMENT MANAGEMENT LLP PLEDGDON LODGE BISHIOP'S STORTFORD, X0 CM22 B6N | | X | | |
| PERLUS Ltd 5TH FLOOR 37 ESPLANADE ST HELIER ST HELIER CHANNEL ISLANDS, Y9 JE1 2T4 | | X | | |

Signatures

/s/ James Boucherat 02/25/2014

**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).

Perlus Investment Management LLP holds these shares in a managed account on behalf of its client. Perlus Investment Management LLP (1) generates performance fees on this managed account and is deemed to have indirect pecuniary interest in these shares. Perlus Microcap Fund L.P., Perlus Limited and Perlus Investment Management LLP disclaim any beneficial ownership of these shares.

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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