

Peragallo Dario
Form 3
December 08, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Peragallo Dario
(Last) (First) (Middle)

C/O ASHLIN DEVELOPMENT CORPORATION, 1479
NORTH CLINTON AVENUE

(Street)

BAY SHORE, NY 11706

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
11/30/2005

3. Issuer Name and Ticker or Trading Symbol
Ashlin Development Corp [ASHN]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner

Officer Other

(give title below) (specify below)

EXECUTIVE VICE PRESIDENT

5. 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 Beneficially Owned

1. Title of Security (Instr. 4)

Common Stock

2. Amount of Securities Beneficially Owned (Instr. 4)

118,423

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

D

4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|------------------------------|------------------|-----------------|--------------|----------------------------|-------------------|---------------------------------------|---|
| Stock Options ⁽¹⁾ | 11/30/2005 | 09/26/2015 | Common Stock | 1,200,000 | \$ ⁽¹⁾ | D | Â |
| Convertible Promissory Note | 11/30/2005 | 11/30/2010 | Common Stock | 831,577 | \$ 0.4 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Peragallo Dario C/O ASHLIN DEVELOPMENT CORPORATION 1479 NORTH CLINTON AVENUE BAY SHORE, NY 11706 | Â X | Â | Â EXECUTIVE VICE PRESIDENT | Â |

Signatures

/s/ DARIO A. PERAGALLO 12/07/2005

Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- One-eighth of such options vested as of 11/30/05 and the balance will vest in equal increments of 150,000 shares each on the first through seventh anniversaries of 9/15/05. The options which vested on 11/30/05 are exercisable at \$0.22 per share and the exercise price of the
- (1) options vesting on 9/15/06, 9/15/07, 9/15/08, 9/15/09, 9/15/10, 9/15/11 and 9/15/12 will be the higher of (a) \$0.22 per share or (b) the average trading price of the Common Stock for the thirty trading days ending 12/15/05, 9/15/06, 9/15/07, 9/15/08, 9/15/09, 9/15/10 and 9/15/11, respectively.

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.