

SUTRON CORP  
Form 4  
July 28, 2015

**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 \*  
Phipps Leland R.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
22400 DAVIS DRIVE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
07/27/2015

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

STERLING, VA 20164

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

(City) (State) (Zip)

**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	07/27/2015		U	6,000 D \$ 8.5	0	D	

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)**

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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 or Number of Shares
Non-Qualified Stock Option	\$ 6	07/27/2015		H	1,000	<u>(1)</u> 03/06/2018		Common Stock	1,000
Non-Qualified Stock Option	\$ 7.5	07/27/2015		H	5,000	<u>(1)</u> 05/14/2018		Common Stock	5,000
Non-Qualified Stock Option	\$ 4.82	07/27/2015		H	5,000	<u>(1)</u> 05/13/2019		Common Stock	5,000
Non-Qualified Stock Option	\$ 6.47	07/27/2015		H	5,000	<u>(1)</u> 05/19/2020		Common Stock	5,000
Non-Qualified Stock Option	\$ 7.12	07/27/2015		H	5,000	<u>(1)</u> 05/11/2021		Common Stock	5,000
Restricted Stock Units	<u>(2)</u>	07/27/2015		H	3,000	<u>(3)</u> <u>(3)</u>		Common Stock	3,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Phipps Leland R. 22400 DAVIS DRIVE STERLING, VA 20164		X		

## Signatures

/s/ Leland Phipps  
07/28/2015

\*\*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) Pursuant to the Agreement and Plan of Merger, dated June 21, 2015, by and among Danaher Corporation, Satellite Acquisition Corp., and Sutron Corporation (the "Merger Agreement"), this option was vested in full and cancelled in the merger in exchange for a cash amount equal to the number of shares underlying this option multiplied by the difference between the per share merger consideration of \$8.50 and the per share exercise price of this option

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- (2) 1 unit for 1 share
- (3) Pursuant to the Merger Agreement, the restricted stock units were converted into a dollar amount equal to the product of the number of restricted stock units and the merger consideration of \$8.50 per share

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.