

AMERICAN SCIENCE & ENGINEERING, INC.  
 Form 4  
 September 12, 2016

**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 \*  
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2. Issuer Name and Ticker or Trading Symbol  
 AMERICAN SCIENCE & ENGINEERING, INC. [ASEI]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 \_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 SVP, Human Resources

(Last) (First) (Middle)  
 C/O AMERICAN SCIENCE AND ENGINEERING,, INC., 829 MIDDLESEX TURNPIKE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 09/09/2016

BILLERICA, MA 01821  
 (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)
Common Stock	09/09/2016		D	2,894 D	\$ 37 (1) 0	D	

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

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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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This Restricted Stock Unit award (the "RSU") was assumed by Buyer and converted in the Merger into restricted stock units of Buyer ("Assumed RSUs") covering a number of shares of Buyer common stock equal to the product of (i) the total number of shares of issuer  
(2) common stock then underlying such issuer RSU multiplied by (ii) the quotient obtained by dividing (x) \$37.00 by (y) the average closing sales price for a share of Buyer common stock on Nasdaq for the ten (10) consecutive trading days ending with, and including, September 7, 2016. Each Assumed RSU is subject to the same terms and conditions as were applicable under such issuer RSU.

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.