

GENERAL EMPLOYMENT ENTERPRISES INC

Form SC 13D/A

September 07, 2006

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 1 )\*

General Employment Enterprises Inc

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(Name of Issuer)

Common stock, no par value per share

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(Title of Class of Securities)

36-9730106

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(CUSIP Number)

Mark L. Imhoff  
23732 Red Eagle  
San Antonio, TX 78258  
210-274-4140

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(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications)

July 31, 2006

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(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of .. 240.13d-1(e), 240.13d-1 (f) or 240.13d-1(g), check the following box. ( )

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See .. 240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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SCHEDULE 13D  
CUSIP No. 36-9730106

|                                                                                  |                                                                                                                                        |                                   |
|----------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|
| 1.                                                                               | Names of Reporting Persons.<br>Mark Lynn Imhoff<br>I.R.S. Identification No.                                                           |                                   |
| 2.                                                                               | Check the Appropriate Box if a Member of a Group*<br>(a.) <input type="checkbox"/> (b.) <input checked="" type="checkbox"/>            |                                   |
| 3.                                                                               | SEC USE ONLY                                                                                                                           |                                   |
| 4.                                                                               | Source of Funds*<br><br>N/A                                                                                                            |                                   |
| 5.                                                                               | Check if Disclosure of Legal Proceedings Is Required Pursuant to items 2(d) or 2(e) <input type="checkbox"/>                           |                                   |
| 6.                                                                               | Citizenship or Place of Organization<br><br>United States                                                                              |                                   |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each Reporting<br>Person With | 7.                                                                                                                                     | Sole Voting Power<br>242,464      |
|                                                                                  | 8.                                                                                                                                     | Shared Voting Power               |
|                                                                                  | 9.                                                                                                                                     | Sole Dispositive Power<br>242,464 |
|                                                                                  | 10.                                                                                                                                    | Shared Dispositive Power          |
| 11.                                                                              | Aggregate Amount Beneficially Owned by Each Reporting Person<br>242,464                                                                |                                   |
| 12.                                                                              | Check if the Aggregate Amount Represented by Amount in Row (11) Excludes Certain Shares<br>(See Instructions) <input type="checkbox"/> |                                   |
| 13.                                                                              | Percent of Class Represented by Amount in Row (11)<br><br>4.710%                                                                       |                                   |

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14. Type of Reporting Person

IN

Unless indicated otherwise, all items left blank remain unchanged and any items which are reported are deemed to replace or add to the existing items in Mr. Mark L. Imhoff's original Schedule 13D.

Item 3. Source and Amount of Funds or Other Consideration:

No funds were required for this event.

Item 4. Purpose of Transaction

Disposition of General Employment Enterprises, Inc. common stock via ordinary brokerage transactions

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- (a) The acquisition by any person of additional securities of the issuer, or the disposition of securities of the issuer;
- (b) An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the issuer or any of its subsidiaries;
- (c) A sale or transfer of a material amount of assets of the issuer or any of its subsidiaries;
- (d) Any change in the present board of directors or management of the issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;
- (e) Any material change in the present capitalization or dividend policy of the issuer;
- (f) Any other material change in the issuer's business or corporate structure including but not limited to, if the issuer is a registered closed-end investment company, any plans or proposals to make any changes in its investment policy for which a vote is required by section 13 of the Investment Company Act of 1940;
- (g) Changes in the issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the issuer by any person;
- (h) Causing a class of securities of the issuer to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;
- (i) A class of equity securities of the issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Act; or
- (j) Any action similar to any of those enumerated above.

Item 5. Interest in Securities of the Issuer.

- (a)

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242,642 (4.710%) beneficially held as follows:

242,642 individually, sole voting and dispositive power

(b) Not applicable.

(c) Mr. Mark L. Imhoff sold 189,700 shares of General Employment Enterprises, Inc. common stock in 96 ordinary brokerage transactions on the American Stock Exchange from July 28, 2006, through August 31, 2006. The transactions ranged in size from 100 shares to 6,500 shares and averaged approximately 1,976 shares. The price ranged from \$1.65 to \$2.05 per share and averaged approximately \$1.81 per share. Mr. Imhoff's cumulative sales reached one percent of General Employment Enterprises' outstanding common stock on July 31, 2006. On August 28, 2006, Mr. Imhoff's aggregate beneficial ownership of General Employment Enterprises' common stock fell below five percent of the 5,148,265 issue shares of General Employment Enterprises, Inc's common stock.

| Transaction<br>Date | Shares or Units<br>Purchased (Sold) | Price per<br>Share or Unit |
|---------------------|-------------------------------------|----------------------------|
|---------------------|-------------------------------------|----------------------------|

(d) Not applicable.

(e) 8/28/2006

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

None.

Item 7. Material to be Filed as Exhibits.

None.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: September 06, 2006

By: /s/ Mark L. Imhoff

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Mark L. Imhoff

Title: Individual