HELMER HAMILTON W

Form 4

November 17, 2008

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

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Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * HELMER HAMILTON W

2. Issuer Name and Ticker or Trading

Symbol

AMERICAN SCIENCE & ENGINEERING INC [ASEI] 5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

(Last) (First) 3. Date of Earliest Transaction

(Month/Day/Year) 11/14/2008

X_ Director 10% Owner Officer (give title Other (specify

C/O AMERICAN SCIENCE & **ENGINEERING INC., 829** MIDDLESEX TURNPIKE

> (Street) 4. If Amendment, Date Original

(Middle)

(Zip)

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

BILLERICA, MA 01821

(State)

(City)

							-	´ •	1	Ť
1.Title of	2. Transaction Date	2A. Deemed	3.		4. Securit	ies A	equired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D)				d of (D)	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code		(Instr. 3,	4 and	5)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8	8))			Owned	Indirect (I)	Ownership
								Following	(Instr. 4)	(Instr. 4)
						() \		Reported		
						(A)		Transaction(s)		
			C 1	3 7		or	ъ.	(Instr. 3 and 4)		
_			Code	V	Amount	(D)	Price			
Common	11/14/2000		3.7		7.000		0.10.2	15 411	D	

11/14/2008 M 7,000 \$ 10.3 15,411 D Stock

\$ Common S 70.34 D 11/14/2008 7,000 D 8,411 Stock (1)

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

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number.

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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4,		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 I S (
				Code V	and 5)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options	\$ 10.3	11/14/2008		M	7,000	09/19/2003	09/19/2012	Common Stock	7,000	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HELMER HAMILTON W C/O AMERICAN SCIENCE & ENGINEERING INC. 829 MIDDLESEX TURNPIKE BILLERICA, MA 01821



Signatures

Michelle Bielunis, Attorney-in-Fact

**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) The shares of common stock were sold in multiple open market transactions at a price per share ranging from a low of \$70.03 to a high of \$70.81 for an average of \$70.34 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.

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