

Galaznik Kenneth
Form 4
November 12, 2009

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 *
Galaznik Kenneth

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) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/10/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP & CFO

C/O AMERICAN SCIENCE & ENGINEERING, INC., 829 MIDDLESEX TURNPIKE
(Street)

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

BILLERICA, MA 01821

(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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/10/2009		M		1,000	A	\$ 10.34	27,985	D	
Common Stock	11/10/2009		M		1,000	A	\$ 13.08	28,985	D	
Common Stock	11/10/2009		M		6,000	A	\$ 39.06	34,985	D	
Common Stock	11/10/2009		M		23,333	A	\$ 44.35	58,318	D	
	11/10/2009		S		33,164	D		25,154	D	

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Common Stock \$ 71.2587
(1)

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

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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. 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
Stock Options	\$ 10.34	11/10/2009		M	1,000	07/21/2006	07/21/2013	Common Stock	1,000
Stock Options	\$ 13.08	11/10/2009		M	1,000	11/20/2006	11/20/2013	Common Stock	1,000
Stock Options	\$ 39.06	11/10/2009		M	6,000	12/02/2007	12/02/2014	Common Stock	6,000
Common Stock	\$ 44.35	11/10/2009		M	23,333	02/25/2008	02/25/2015	Common Stock	23,333

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Galaznik Kenneth
C/O AMERICAN SCIENCE & ENGINEERING, INC.
829 MIDDLESEX TURNPIKE
BILLERICA, MA 01821

SVP & CFO

Signatures

Michelle Bielunis,
Attorney-in-Fact 11/12/2009

**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 \$70.64 to a high of \$72.50 for an average of \$71.2587 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.

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