

AMERICAN SCIENCE & ENGINEERING, INC.
 Form 4
 June 02, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 VOGT CARL W

(Last) (First) (Middle)

AMERICAN SCIENCE AND ENGINEERING, INC., 829 MIDDLESEX TURNPIKE

(Street)

BILLERICA, MA 01821

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 06/01/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/01/2011		M		7,000	A	\$ 63.71
Common Stock	06/01/2011		M		7,000	A	\$ 67.98
Common Stock	06/01/2011		S		14,000	D	\$ 85.02

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)

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)	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 63.71	06/01/2011		M	7,000	09/13/2008 ⁽²⁾ 09/13/2017	Common Stock	7,000
Stock Option (Right to Buy)	\$ 67.98	06/01/2011		M	7,000	09/11/2009 ⁽³⁾ 09/11/2018	Common Stock	7,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

VOGT CARL W
AMERICAN SCIENCE AND ENGINEERING, INC.
829 MIDDLESEX TURNPIKE
BILLERICA, MA 01821

X

Signatures

/s/ Colette Cooke,
attorney-in-fact

06/02/2011

__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)

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The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from a low of \$85.00 to a high of \$85.20 for an average of \$85.02. The reporting person undertakes to provide to American Science and Engineering, Inc., any security holder of American Science and Engineering, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.

- (2) On September 13, 2007 the reporting person was granted an option to purchase 7,000 shares of common stock. The option vested on the first anniversary of the Grant Date.
- (3) On September 11, 2008 the reporting person was granted an option to purchase 7,000 shares of common stock. The option vested on the first anniversary of the Grant Date.

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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