

Grazewski Paul
 Form 4
 November 21, 2012

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 *
 Grazewski Paul

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)
 AMERICAN SCIENCE AND ENGINEERING, INC., 829 MIDDLESEX TURNPIKE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/20/2012

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

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)
				(A) or (D)	Price		
Common Stock	11/20/2012		M	V	676 \$ 51.56	A	8,371 D
Common Stock	11/20/2012		S	V	676 \$ 61.17 (1)	D	7,695 D
Common Stock							2,062 (2) I By 401(k) Plan

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

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(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)	8. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 51.56	11/20/2012		M	676	<u>(3)</u> 06/12/2018	Common Stock	676

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Grazewski Paul AMERICAN SCIENCE AND ENGINEERING, INC. 829 MIDDLESEX TURNPIKE BILLERICA, MA 01821			SVP	

Signatures

/s/John B. De Luca, attorney-in-fact
11/21/2012
**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 price reported is a weighted average price. These shares were sold in two transactions at prices ranging from a low of \$61.17 to a high of \$61.195 for an average of \$61.1729. 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.

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- (2) Includes 2,062 shares of AS&E common stock acquired under the AS&E 401(k) Plan. The information in this report is based on a plan statement dated as of November 20, 2012.

- On June 12, 2008, the reporting person was granted an option to purchase 676 shares of common stock. The option vested based on the
- (3) satisfaction of certain performance criteria, resulting in the vesting of the option as to 451 shares on March 31, 2010 and 225 shares on March 31, 2011.

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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