

Edgar Filing: WINLAND ELECTRONICS INC - Form SC 13D/A

WINLAND ELECTRONICS INC  
Form SC 13D/A  
December 29, 2003

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SEC 1746 POTENTIAL PERSONS WHO ARE TO RESPOND TO THE COLLECTION OF INFORMATION  
(2-98) CONTAINED IN THIS FORM ARE NOT REQUIRED TO RESPOND UNLESS THE FORM  
DISPLAYS A CURRENTLY VALID OMB CONTROL NUMBER.  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO. 5)\*(1)

Winland Electronics, Inc.

-----  
(Name of Issuer)

Winland Electronics, Inc. Common Stock

-----  
(Title of Class of Securities)

974241 10 1

-----  
(CUSIP Number)

ATTN: Ralph I. Call  
Dyna Technology, Inc.  
225 South Cordova Avenue  
LeCenter, MN 56057  
(507) 357-6821

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

December 15, 2003

-----  
(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 Sections 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 Section 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 in 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

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but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 974241 10 1

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(1) As to Dyna Technology, Inc., Ralph I. Call and Nola D. Call, this filing is the fifth amendment to the original Schedule 13D filed on November 22, 2000.

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-----  
1. Names of Reporting Persons:  
Dyna Technology, Inc.  
I.R.S. Identification Nos. of above persons (entities only):41-1854537

-----  
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  [X]  
(b)  [ ]

-----  
3. SEC Use Only

-----  
4. Source of Funds: WC (This Reporting Person's beneficial interest in the shares as disclosed in parts 7, 8, 9 and 10 below were purchased with Dyna Technology, Inc. working capital.)

-----  
5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

-----  
6. Citizenship or Place of Organization: Organized under the laws of Utah

-----  
Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

7.	Sole Voting Power	254,240
8.	Shared Voting Power:	254,240
9.	Sole Dispositive Power	254,240
10.	Shared Dispositive Power:	254,240

-----  
11. Aggregate Amount Beneficially Owned by Each Reporting Person 254,240

-----  
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): N/A

-----  
13. Percent of Class Represented by Amount in Row (11) 7.714%

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-----  
14. Type of Reporting Person (See Instructions): CO  
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CUSIP No. 974241 10 1  
-----

1. Names of Reporting Persons:  
Ralph I. Call  
I.R.S. Identification Nos. of above persons (entities only):N/A  
-----

2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  [X]  
(b)  [ ]  
-----

3. SEC Use Only  
-----

4. Source of Funds: AF (This Reporting Person's beneficial interest in the  
shares as disclosed in parts 8 and 10 below were  
purchased with Dyna Technology, Inc. working capital.)  
-----

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items  
2(d) or 2(e)  
-----

6. Citizenship or Place of Organization: USA  
-----

Number of	7. Sole Voting Power	-0-
Shares	-----	
Beneficially	8. Shared Voting Power:	254,240
Owned by	-----	
Each	9. Sole Dispositive Power	-0-
Reporting	-----	
Person With	10. Shared Dispositive Power:	254,240
	-----	

11. Aggregate Amount Beneficially Owned by Each Reporting Person 254,240  
-----

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See  
Instructions): N/A  
-----

13. Percent of Class Represented by Amount in Row (11) 7.714%  
-----

14. Type of Reporting Person (See Instructions): IN  
-----

CUSIP No. 974241 10 1

1. Names of Reporting Persons:  
Nola D. Call  
I.R.S. Identification Nos. of above persons (entities only):N/A

2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)

3. SEC Use Only

4. Source of Funds: AF

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items  
2(d) or 2(e)

6. Citizenship or Place of Organization: USA

7. Sole Voting Power -0-

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

8. Shared Voting Power: 254,240

9. Sole Dispositive Power -0-

10. Shared Dispositive Power: 254,240

11. Aggregate Amount Beneficially Owned by Each Reporting Person 254,240

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See  
Instructions): N/A

13. Percent of Class Represented by Amount in Row (11) 7.714%

14. Type of Reporting Person (See Instructions): IN

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ITEM 1.

- (a) Name of Issuer: Winland Electronics, Inc.
- (b) Address of Issuer's Principal Executive Offices: 1950 Excel Drive, Mankato, MN 56001

ITEM 2.

- i. (a) Name of Person Filing: Dyna Technology, Inc., a Utah Corporation
- (b) Business Address: 225 South Cordova Avenue, LeCenter, MN 56057
- (c) Occupation: N/A
- (d) Criminal Proceedings: None
- (e) Civil Securities Proceedings: None
- (f) Citizenship: N/A
- ii. (a) Name of Person Filing: Ralph I. Call
- (b) Address: 585 Canyon Road, Providence, Utah 84332
- (c) Occupation: President, Dyna Technology, Inc. (Item 2i above)
- (d) Criminal Proceedings: None
- (e) Civil Securities Proceedings: None
- (f) Citizenship: USA
- iii. (a) Name of Person Filing: Nola D. Call
- (b) Address: 585 Canyon Road, Providence, Utah 84332
- (c) Occupation: N/A
- (d) Criminal Proceedings: None
- (e) Civil Securities Proceedings: None
- (f) Citizenship: USA

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

- As to Dyna Technology, Inc.: The beneficial interest of Dyna Technology, Inc. in the shares disclosed in Item 5 below were purchased with Dyna Technology, Inc. working capital.
- As to Ralph I. Call: Mr. Call's beneficial interest in the shares as disclosed in Item 5 below were purchased with Dyna Technology, Inc. working capital.
- As to Nola D. Call: Mrs. Call's beneficial interest in the shares as disclosed in Item 5 below were purchased with Dyna Technology, Inc. working capital. Mrs. Call disclaims any beneficial interest in any shares of the Issuer other than those beneficially owned by Mr. Call.

ITEM 4. PURPOSE OF TRANSACTION

State the purpose or purposes of the acquisition of securities of the issuer. Describe any plans or proposals which the reporting persons may have which relate to or would result in:

- (a) The acquisition by any person of additional securities of the issuer, or the disposition of securities of the issuer:

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Dyna Technology, Inc. intends to acquire such additional securities of the issuer as may be necessary to influence the election of directors to the Board of Directors of the issuer.

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- (b) An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the issuer or any of its subsidiaries;  

NONE.
- (c) A sale or transfer of a material amount of assets of the issuer or any of its subsidiaries;  

NONE.
- (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;  

NONE.
- (e) Any material change in the present capitalization or dividend policy of the issuer;  

NONE.
- (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;  

NONE.
- (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;  

NONE
- (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;  

NONE.
- (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  

NONE.
- (j) Any action similar to any of those enumerated above.  

NONE.

ITEM 5.

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(a) State the aggregate number and percentage of the class of securities identified pursuant to Item 1 (which may be based on the number of securities outstanding as contained in the most recently available filing with the Commission by the issuer unless the filing person has reason to believe such information is not current) beneficially owned (identifying those shares which

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there is a right to acquire) by each person named in Item 2. The above mentioned information should also be furnished with respect to persons who, together with any of the persons named in Item 2, comprise a group within the meaning of Section 13(d)(3) of the Act:

Dyna Technology, Inc.: 254,240 shares/ 7.714% which are held by it directly.

Ralph I. Call: Beneficial ownership of 254,240 shares/ 7.714% by reason of his Directorship and controlling interest in Dyna Technology, Inc.

Nola D. Call: Beneficial ownership of 254,240 shares/ 7.714% by reason of her controlling interest in Dyna Technology, Inc.

All Reporting Persons, Aggregated: 254,240 shares/ 7.714%.

The shares reported in response to this paragraph resulted from the following dispositions made by Dyna Technology, Inc. This Schedule 13D is being filed earlier than required as to dispositions made by Dyna Technology, Inc. on December 22, 23, and 24, 2003, and accurately reflects the number of shares held by Dyna Technology, Inc. as of the close of business on December 26, 2003.

DATE	SHARES SOLD	PRICE/SHARE	REMAINING SHARES HELD
----	-----	-----	-----
December 15, 2003	55,900	\$5.50	348,900
December 16, 2003	22,500	\$5.50	326,400
December 17, 2003	13,600	\$5.05	345,440 (2)
December 18, 2003	4,100	\$5.05	341,340
December 19, 2003	12,000	\$5.05	329,340
December 22, 2003	8,200	\$5.05	321,140
December 23, 2003	8,900	\$5.05	312,240
December 23, 2003	3,500	\$5.10	308,740
December 24, 2003	54,500	\$5.05	254,240

(b) For each person named in response to paragraph (a), indicate the number of shares as to which there is sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole power to dispose or to direct the disposition, or shared power to dispose or to direct the disposition. Provide the applicable information required by Item 2 with respect to each person with whom the power to vote or to direct the vote or to dispose or direct the disposition is shared:

Dyna Technology, Inc.: Sole Power to Vote: 254,240

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Shared Power to Vote: 254,240  
Sole Power to Dispose: 254,240  
Shared Power to Dispose: 254,240

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(2) Calculated by taking into account the 1 for 10 split declared by the Company.

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Ralph I. Call: Sole Power to Vote: -0-  
Shared Power to Vote: 254,240  
Sole Power to Dispose: -0-  
Shared Power to Dispose: 254,240

Nola D. Call: Sole Power to Vote: -0-  
Shared Power to Vote: 254,240  
Sole Power to Dispose: -0-  
Shared Power to Dispose: 254,240

(c) Describe any transactions in the class of securities reported on that were effected during the past sixty days or since the most recent filing of Schedule 13D (Section 240.13d-191), whichever is less, by the persons named in response to paragraph (a).

NONE

Instruction. The description of a transaction required by Item 5(c) shall include, but not necessarily be limited to: (1) the identity of the person covered by Item 5(c) who effected the transaction; (2) the date of the transaction; (3) the amount of securities involved; (4) the price per share or unit; and (5) where and how the transaction was effected.

(d) If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than five percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of an employee benefit plan, pension fund or endowment fund is not required.

N/A

(e) If applicable, state the date on which the reporting person ceased to be the beneficial owner of more than five percent of the class of securities.

N/A

Instruction. For computations regarding securities which represent a right to acquire an underlying security, see Rule 13d-3(d)(1) and the note thereto.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

Describe any contracts, arrangements, understandings or relationships (legal or otherwise) among the persons named in Item 2 and between such



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persons and any person with respect to any securities of the issuer, including but not limited to transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies, naming the persons with whom such contracts, arrangements, understandings or relationships have been entered into. Include such information for any of the securities that are pledged or otherwise subject to a contingency the occurrence of which would give another person voting power or investment power over such securities except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

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The sole stockholders of Dyna Technology, Inc. are Ralph I. Call and Nola D. Call, 585 Canyon Road, Providence, UT 84332. Mr. Call is also the President and Chief Executive Officer of Dyna Technology, Inc. and serves on its Board of Directors.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

The following shall be filed as exhibits: copies of written agreements relating to the filing of joint acquisition statements as required by Section 240.13d-1(k) and copies of all written agreements, contracts, arrangements, understandings, plans or proposals relating to: (1) the borrowing of funds to finance the acquisition as disclosed in Item 3; (2) the acquisition of issuer control, liquidation, sale of assets, merger, or change in business or corporate structure or any other matter as disclosed in Item 4; and (3) the transfer or voting of the securities, finder's fees, joint ventures, options, puts, calls, guarantees of loans, guarantees against loss or of profit, or the giving or withholding of any proxy as disclosed in Item 6.

NONE.

SIGNATURES

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.

December 26, 2003

-----  
Date

Dyna Technology, Inc.

By: /s/ Ralph I. Call

-----  
Signature

Ralph I. Call

-----  
Its: President

-----  
Name/Title

By: /s/ Ralph I. Call

-----  
Signature

Ralph I. Call, Director, President and

-----  
controlling stockholder of Dyna Technology, Inc.

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-----  
Name/Title

By: /s/ Nola D. Call

-----  
Signature

Nola D. Call, controlling stockholder

-----  
of Dyna Technology, Inc.  
-----

Name/Title

ATTENTION: INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACT CONSTITUTE FEDERAL  
CRIMINAL VIOLATIONS (SEE 18 U.S.C. 1001).

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