Houtkin Sherry Form 4 February 10, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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).

(Last)

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * **Houtkin Sherry**

(First)

2. Issuer Name and Ticker or Trading

Symbol

GENCOR INDUSTRIES INC

5. Relationship of Reporting Person(s) to Issuer

3. Date of Earliest Transaction

[GENC]

(Check all applicable)

Director

X__ 10% Owner _ Other (specify

(Month/Day/Year)

(Middle)

08/03/2005

Officer (give title below)

C/O DOMESTIC SECURITIES, INC., 160 SUMMIT AVENUE

> (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 _X_ Form filed by More than One Reporting

Person

MONTVALE, NJ 07645

(City)	(State)	(Zip) Tab	le I - Non-I	Derivative	Secu	rities Ac	equired, Disposed	d of, or Benefi	cially 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. Securi on(A) or Di (D) (Instr. 3,	4 and (A) or	d of	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)
Common Stock, \$.10 par value	08/03/2005		P	1,500	A		1,237,682	I	By Spouse (deceased 07/27/2008)
Common Stock, \$.10 par value	08/08/2005		P	500	A	\$ 8.75	1,238,182	I	By Spouse (deceased 07/27/2008)
Common Stock, \$.10 par value	08/10/2005		P	500	A	\$ 8.6	1,238,682	I	By Spouse (deceased 07/27/2008)
Common	08/12/2005		P	500	A	\$ 8.9	1,239,182	I	By Spouse

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Stock, \$.10 par value								(deceased 07/27/2008)
Common Stock, \$.10 par value	08/12/2005	S	500	D	\$ 8.9	1,238,682	I	By Spouse (deceased 07/27/2008)
Common Stock, \$.10 par value	09/07/2005	P	500	A	\$ 8.5	1,239,182	I	By Spouse (deceased 07/27/2008)
Common Stock, \$.10 par value	09/07/2005	P	500	A	\$ 8.5	1,239,682	I	By Spouse (deceased 07/27/2008)
Common Stock, \$.10 par value	09/07/2005	S	2,355	D	\$ 8.5	1,237,327	I	By Spouse (deceased 07/27/2008)
Common Stock, \$.10 par value	09/08/2005	P	400	A	\$ 8.8	1,237,727	I	By Spouse (deceased 07/27/2008)
Common Stock, \$.10 par value	09/09/2005	P	86	A	\$ 8.6	1,237,813	I	By Spouse (deceased 07/27/2008)
Common Stock, \$.10 par value	09/14/2005	P	500	A	\$ 8.4	1,238,313	I	By Spouse (deceased 07/27/2008)
Common Stock, \$.10 par value	09/14/2005	P	500	A	\$ 8.45	1,238,813	I	By Spouse (deceased 07/27/2008)
Common Stock, \$.10 par value	09/14/2005	S	500	D	\$ 8.4	1,238,313	I	By Spouse (deceased 07/27/2008)
Common Stock, \$.10 par value	09/16/2005	P	500	A	\$ 8.95	1,238,813	I	By Spouse (deceased 07/27/2008)
Common Stock, \$.10 par value	09/16/2005	S	500	D	\$ 8.5	1,238,313	I	By Spouse (deceased 07/27/2008)
Common Stock, \$.10 par value	09/21/2005	P	500	A	\$ 8.25	1,238,813	I	By Spouse (deceased 07/27/2008)
Common Stock, \$.10 par value	09/23/2005	P	500	A	\$ 8.3	1,239,313	I	By Spouse (deceased 07/27/2008)
Common Stock, \$.10 par value	09/29/2005	P	712	A	\$ 8.2	1,240,025	I	By Spouse (deceased 07/27/2008)

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Common Stock, \$.10 par value	09/29/2005	P	4,500	A	\$ 8.25	1,244,525	I	By Spouse (deceased 07/27/2008)
Common Stock, \$.10 par value	10/04/2005	P	1,000	A	\$8	1,245,525	I	By Spouse (deceased 07/27/2008)
Common Stock, \$.10 par value	10/11/2005	P	500	A	\$ 7.65	1,246,025	I	By Spouse (deceased 07/27/2008)
Common Stock, \$.10 par value	10/11/2005	P	1,000	A	\$ 7.5	1,247,025	I	By Spouse (deceased 07/27/2008)
Common Stock, \$.10 par value	10/12/2005	P	500	A	\$ 6.75	1,247,525	I	By Spouse (deceased 07/27/2008)
Common Stock, \$.10 par value	10/12/2005	P	500	A	\$ 7.3	1,248,025	I	By Spouse (deceased 07/27/2008)
Common Stock, \$.10 par value	10/12/2005	P	500	A	\$ 6.95	1,248,525	I	By Spouse (deceased 07/27/2008)
Common Stock, \$.10 par value	10/12/2005	P	1,000	A	\$ 6.98	1,249,525	I	By Spouse (deceased 07/27/2008)
Common Stock, \$.10 par value	10/12/2005	P	1,000	A	\$ 6.85	1,250,525	I	By Spouse (deceased 07/27/2008)
Common Stock, \$.10 par value	10/12/2005	P	1,000	A	\$ 6.43	1,251,525	I	By Spouse (deceased 07/27/2008)
Common Stock, \$.10 par value	10/12/2005	P	5,000 (1)	A	\$ 6.65	1,256,525	I	By Spouse (deceased 07/27/2008)
Common Stock, \$.10 par value	10/12/2005	P	0	A	\$0	866,280	D	

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)

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1. Title o	f 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivativ	e Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration	Title	or Namelana		
						Exercisable	Date	ritte	Number of		
				Codo V	(A) (D)				Shares		
				Code v	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Houtkin Sherry C/O DOMESTIC SECURITIES, INC. 160 SUMMIT AVENUE MONTVALE, NJ 07645		X					
HOUTKIN HARVEY 160 SUMMIT AVE MONTVALE, NJ 07645		X					

Signatures

/s/ Sherry Houtkin

outkin 02/05/2009

**Signature of Date

Reporting Person

/s/ Brad Houtkin 02/05/2009

**Signature of Date
Reporting Person

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).
- All of the foregoing transactions were effected prior to Mr. Houtkin's death (07/25/08) and reflect shares in which he had a beneficial ownership, other than shares beneficially owned by his spouse, Sherry Houtkin, which are reported herein by Mrs. Houtkin.

Remarks:

Mr. Houtkin passed away July 25, 2008. On that date, he ceased to be a 10% owner and was no longer subject to Section 16.

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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