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 APPROVAL OMB

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

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

See Instruction 1(b).

may continue.

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

GENCOR INDUSTRIES INC

(Check all applicable)

[GENC]

12/29/2005

(First) (Middle)

(Street)

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

Director Officer (give title below)

_X__ 10% Owner _ Other (specify

3900 ISLAND

(Last)

BLVD., PENTHOUSE 4

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

Form filed by One Reporting Person _X_ Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

AVENTURA, FL 33160

(City)	(State)	(Zip) Tabl	le I - Non-l	Derivative	Secu	rities Ac	equired, Disposed	l 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. Transactio Code (Instr. 8)	(D) (Instr. 3,	4 and (A) or	d of 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)
Common Stock, \$.10 par value	12/29/2005		Code V	Amount 1,000	` ′	Price \$ 7.88	1,265,637	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par value	12/29/2005		S	3,000	D	\$ 7.93	1,262,637	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par value	12/29/2005		S	500	D	\$ 7.95	1,262,137	I	By Spouse (deceased 07/25/2008)
Common	12/30/2005		P	200	A	\$	1,262,337	I	By Spouse

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Stock, \$.10 par value					8.15			(deceased 07/25/2008)
Common Stock, \$.10 par value	12/30/2005	S	100	D	\$ 8.25	1,262,237	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par value	01/05/2006	P	500	A	\$ 8.12	1,262,737	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par value	01/09/2006	P	1,500	A	\$ 8.19	1,264,237	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par value	01/09/2006	S	1,000	D	\$ 8.22	1,263,237	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par value	01/11/2006	P	500	A	\$ 8.25	1,263,737	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par value	01/17/2006	P	500	A	\$ 8.2	1,264,237	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par value	01/18/2006	S	1,000	D	\$ 8.24	1,263,237	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par value	01/20/2006	P	165	A	\$ 8.2	1,263,402	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par value	01/20/2006	P	500	A	\$ 8.3	1,263,902	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par value	01/20/2006	P	2,000	A	\$ 8.25	1,265,902	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par value	01/20/2006	S	4,800	D	\$ 8.25	1,261,102	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par value	01/23/2006	P	200	A	\$9	1,261,302	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par value	01/23/2006	P	500	A	\$ 8.35	1,261,802	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par value	01/23/2006	P	1,500	A	\$ 8.3	1,263,302	I	By Spouse (deceased 07/25/2008)

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Common Stock, \$.10 01/23/2006 par value	Р	1,500	A	\$ 8.3	1,264,802	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 01/23/2006 par value	Р	5,000	A	\$ 8.2	1,269,802	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 01/23/2006 par value	S	6,000	D	\$ 8.3	1,263,802	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 01/23/2006 par value	S	100	D	\$ 8.5	1,263,702	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 01/26/2006 par value	P	100	A	\$9	1,263,802	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 01/26/2006 par value	S	500	D	\$ 8.5	1,263,302	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 01/27/2006 par value	S	200	D	\$ 8.85	1,263,102	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 01/30/2006 par value	P	500	A	\$ 8.2	1,263,602	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 01/30/2006 par value	S	500	D	\$ 8.65	1,263,102	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 02/03/2006 par value	P	500	A	\$ 8.52	1,263,602	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 02/06/2006 par value	P	500 (1)	A	\$ 8.32	1,264,102	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 01/27/2006 par value	P	200	A	\$ 8.85	866,880	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 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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	7. Title a Amount of Underlying Securities (Instr. 3 a	of ng s	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	or Title Nu of	umber		

Reporting Owners

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
Houtkin Sherry 3900 ISLAND BLVD. PENTHOUSE 4 AVENTURA, FL 33160		X				
HOUTKIN HARVEY % SHERRY HOUTKIN 3900 ISLAND BLVD, PENTHOUSE 4 AVENTURA, FL 33160		X				

Signatures

/s/ Sherry
Houtkin 02/05/2009

**Signature of Reporting Person

/s/ Brad Houtkin 02/05/2009

**Signature of Reporting Person

Date

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) 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.

Reporting Owners 4

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