Houtkin Sherry Form 4 February 11, 2009

#### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

Number:

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Expires:

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0.5

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

obligations

may continue.

See Instruction

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).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

**Houtkin Sherry** 

(Last) (First) (Middle)

**3900 ISLAND BLVD., PENTHOUSE 4** 

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

2. Issuer Name and Ticker or Trading

Symbol

**GENCOR INDUSTRIES INC** [GENC]

3. Date of Earliest Transaction

(Month/Day/Year) 06/14/2006

5. Relationship of Reporting Person(s) to

(Check all applicable)

\_X\_\_ 10% Owner

\_ Other (specify

6. Individual or Joint/Group Filing(Check Applicable Line)

Director Officer (give title

Form filed by One Reporting Person \_X\_ Form filed by More than One Reporting

Person

Issuer

below)

AVENTURA, FL 33160

								Person				
(City) (State)		(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
	I.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)				
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(IIIsu: +)			
,	Common Stock, \$.10 par value	06/14/2006		P	1,000	A	\$ 9.2	1,263,501	I	By Spouse (deceased 07/25/2008)		
,	Common Stock, \$.10 par value	06/14/2006		P	1,000	A	\$ 9.2	1,264,501	I	By Spouse (deceased 07/25/2008)		
,	Common Stock, \$.10 par	06/14/2006		S	1,000	D	\$ 9.2	1,263,501	I	By Spouse (deceased 07/25/2008)		

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value								
Common Stock, \$.10 par value	06/15/2006	P	500	A	\$ 9.28	1,264,001	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par value	06/15/2006	P	1,000	A	\$ 9.2	1,265,001	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par value	06/15/2006	P	1,000	A	\$ 9.2	1,266,001	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par value	06/15/2006	P	2,500	A	\$ 9.25	1,268,501	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par value	06/15/2006	P	8,500	A	\$ 9.25	1,277,001	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par value	06/15/2006	P	9,500	A	\$ 9.24	1,286,501	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par value	06/15/2006	S	17,300	D	\$ 9.27	1,269,201	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par value	06/15/2006	S	9,500	D	\$ 9.24	1,259,701	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par value	06/16/2006	P	200	A	\$ 9.25	1,259,901	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par value	06/16/2006	P	200	A	\$ 9.4	1,260,101	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par value	06/20/2006	P	500	A	\$ 9.25	1,260,601	I	By Spouse (deceased 07/25/2008)

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Common Stock, \$.10 par value	06/20/2006	P	500	A	\$ 9.25	1,261,101	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par value	06/20/2006	P	1,675	A	\$ 9.2	1,262,776	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par value	06/20/2006	S	500	D	\$ 9.25	1,262,276	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par value	06/21/2006	P	1,000	A	\$ 9.2	1,263,276	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par value	06/21/2006	P	1,000	A	\$ 9.2	1,264,276	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par value	06/21/2006	S	1,000	D	\$ 9.2	1,263,276	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par value	06/23/2006	P	3,500	A	\$ 9.25	1,266,776	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par value	06/23/2006	P	3,500	A	\$ 9.25	1,270,276	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par value	06/23/2006	P	4,500	A	\$ 9.25	1,274,776	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par value	06/23/2006	S	11,400	D	\$ 9.27	1,263,376	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par value	06/23/2006	S	3,500 (1)	D	\$ 9.25	1,259,876	I	By Spouse (deceased 07/25/2008)
	06/23/2006	P	0	A	\$0	867,080	D	

Common Stock, \$.10 par value

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	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transactio	5. orNumber	6. Date Exer Expiration D		7. Title Amou		8. Price of Derivative	9. Nu Deriv
Security	or Exercise		any	Code	of	(Month/Day/	(Year)	Underl	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration		Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Houtkin

\*\*Signature of

Reporting Person

	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							

02/05/2009

Date

Reporting Owners 4

/s/ Brad Houtkin

02/05/2009

\*\*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) 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.

Signatures 5