Houtkin Sherry Form 4 February 17, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

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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**

2. Issuer Name and Ticker or Trading Symbol

GENCOR INDUSTRIES INC [GENC]

3. Date of Earliest Transaction

(Month/Day/Year) 07/25/2008

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

(Last) (First)

3900 ISLAND BLVD., PENTHOUSE 4

> (Street) 4. If Amendment, Date Original

(Middle)

Filed(Month/Day/Year)

_X__ 10% Owner Director Officer (give title _ Other (specify below)

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

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

Person

AVENTURA, FL 33160

(City)	(State)	(Zip) Ta	ble I - Non	-Derivative Se	ecuriti	es Acquir	ed, Disposed of,	or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price			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	07/25/2008		P	100	A	\$ 9.89	1,249,228	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par value	07/25/2008		P	100	A	\$ 10.06	1,249,328	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par	07/25/2008		P	100	A	\$ 9.89	1,249,428	I	By Spouse (deceased 07/25/2008)

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value									
Common Stock, \$.10 par value	07/25/2008	P		100	A	\$ 10.1	1,249,528	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par value	07/25/2008	P		200	A	\$ 10.06	1,249,728	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par value	07/25/2008	S		100	D	\$ 10.02	1,249,628	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par value	07/25/2008	S		100	D	\$ 10.05	1,249,528	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par value	07/25/2008	S		100	D	\$ 10.19	1,249,428	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par value	07/25/2008	S		100 (1)	D	\$ 10.24	1,249,328 (2)	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par value	07/25/2008	W	V	1,240,292 (3)	D	\$ 0	9,036	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par value	11/06/2008	W	V	9,036 (4)	D	\$ 0	0	I	By Spouse (deceased 07/25/08)
Common Stock, \$.10 par value	07/25/2008	W	V	1,240,292 (3)	A	\$ 0	2,114,642 (5)	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 (7)

**Signature of Reporting Person

/s/ Brad Houtkin
(8)

**Signature of Date

**Signature of Date

**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.
- (2) These shares were beneficially owned (directly and indirectly) by Harvey Houtkin at the date of his death, July 25, 2008.
- As a Result of Mr. Houtkin's death, beneficial ownership of 1,240,292 shares of issuer common stock were transferred by the laws of descent and distribution to the Reporting Person, Sherry Houtkin (who was Mr. Houtkin's spouse). These shares are reported as a disposition by Mr. Houtkin and an acquisition by Mrs. Houtkin (in each case, for no consideration).

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- (4) The remaining 9,036 shares became subject to the control of the executors of Mr. Houtkin's estate (Brad and Sherry Houtkin) on November 6, 2008 (the date of their appointment).
- (5) These represent the shares beneficially owned by Sherry Houtkin at the date of Mr. Houtkin's death and as of the filing date of this Form 4 Statement of Changes in Beneficial Ownership.

Remarks:

- (6) Mr. Houtkin passed away July 25, 2008. On that date, he ceased to be a 10% owner and was no longer subject to Section 1
- (7) Individually and as co-executor of the Estate Of Harvey Houtkin (on behalf of Harvey Houtkin)
- (8) As co-executor of the Estate Of Harvey Houtkin (on behalf of Harvey Houtkin)

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.