

PRO DEX INC  
Form 4  
May 17, 2017

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Van Kirk Richard Lee Jr

(Last) (First) (Middle)  
34 DEER CREEK  
(Street)  
IRVINE, CA 92064

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
PRO DEX INC [PDEX]

3. Date of Earliest Transaction (Month/Day/Year)  
08/04/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock - ESPP	08/04/2016		J <sup>(1)</sup>	V 198 A \$ 4.9115	18,157	D	
Common Stock - ESPP	02/02/2017		J <sup>(1)</sup>	V 573 A \$ 4.53	18,730	D	
Common Stock	05/16/2017		M	3,334 A \$ 4.38	22,064	D	
Common Stock	05/16/2017		F	2,394 <sup>(2)</sup> D \$ 6.1	19,700	D	

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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 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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 4.38	05/16/2017		M	3,334 (3)	05/18/2011 05/18/2017	Common Stock	3,334

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Van Kirk Richard Lee Jr 34 DEER CREEK IRVINE, CA 92064	X		Chief Executive Officer	

## Signatures

/s/ Alisha Charlton as attorney-in-fact for Richard Van Kirk 05/17/2017

\*\*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) These purchases were made pursuant to an Employee Stock Purchase Plan under Section 423 in exempt transactions pursuant to Rule 16b-3.
- (2) Reflects 2,394 shares withheld by the Issuer at the market price of \$6.10 per share less an exercise price of \$4.38 per share to fund the cashless exercise of 3,334 options.

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(3) Stock options under the Issuer's Second Amended and Restated 2004 Employee Stock Option Plan. The option shares are fully vested.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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