

Sparano Katrina Leonore  
Form 4  
December 29, 2017

**FORM 4**

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Sparano Katrina Leonore

2. Issuer Name **and** Ticker or Trading  
Symbol  
ESPEY MFG & ELECTRONICS  
CORP [ESP]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
670 ACLAND BLVD.  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/27/2017

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
Asst. Treasurer

BALLSTON SPA, NY 12020

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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<br>Security<br>(Instr. 3)       | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                             |                                         |                                                             | Code                                 | V Amount (D) Price                                                         |                                                                                                                    |                                                                      |                                                                   |
| Common<br>Stock - \$.33<br>1/3 par<br>value |                                         |                                                             |                                      |                                                                            | 4,652                                                                                                              | I                                                                    | ESOP<br>Trust <sup>(1)</sup>                                      |
| Common<br>Stock - \$.33<br>1/3 par<br>value |                                         |                                                             |                                      |                                                                            | 345                                                                                                                | D                                                                    |                                                                   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of  
information contained in this form are not**

SEC 1474  
(9-02)

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**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 (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) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|--------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Stock Option                               | \$ 21.75                                               | 12/27/2017 <sup>(2)</sup>            |                                                    | A                              | 2,000                                                                          | 10/10/2019 10/10/2027                                    | Common Stock                                                  | 2,000                         |

## Reporting Owners

| Reporting Owner Name / Address                                        | Relationships |           |                 |       |
|-----------------------------------------------------------------------|---------------|-----------|-----------------|-------|
|                                                                       | Director      | 10% Owner | Officer         | Other |
| Sparano Katrina Leonore<br>670 ACLAND BLVD.<br>BALLSTON SPA, NY 12020 |               |           | Asst. Treasurer |       |

## Signatures

/s/ Katrina Sparano  
12/27/2017  
 \*\*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) Since the date of the reporting person's last ownership report, the reporting person received an allocation of 323 shares in her ESOP account..  
 The option grant was approved by the Corporation's Board of Directors on October 10, 2017, subject to shareholder approval of the plan under which the option was granted, the filing of a registration statement on Form S-8 with the Securities and Exchange Commission, and
- (2) the approval of an additional listing application by the NYSE MKT. The Corporation's shareholders approved the plan on December 1, 2017, the registration statement on Form S-8 was filed with the SEC on December 4, 2017, and the NYSE MKT approved the application on December 27, 2017.

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.