

WINLAND ELECTRONICS INC  
 Form 4  
 May 19, 2010

**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 \*  
 DEPETRA THOMAS J

2. Issuer Name and Ticker or Trading Symbol  
 WINLAND ELECTRONICS INC  
 [WEX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 14433 ENCLAVE CT. NW  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 05/03/2010

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 President and CEO

PRIOR LAKE, MN 55372  
 (City) (State) (Zip)

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | Code V  | Amount  | Price  |   |
| Common Stock                    | 05/03/2010                           |  | L                              | 149 <sup>(1)</sup> A  | \$ 0.89   | 28,720   | D   |
| Common Stock                    | 05/03/2010                           |  | L                              | 200 <sup>(1)</sup> A  | \$ 0.9  | 28,920   | D   |
| Common Stock                    | 05/04/2010                           |  | L                              | 700 <sup>(1)</sup> A  | \$ 0.8684 <sup>(2)</sup>  | 29,620   | D   |
| Common Stock                    | 05/17/2010                           |  | L                              | 100 <sup>(1)</sup> A  | \$ 0.91   | 29,720   | D   |
| Common Stock                    | 05/18/2010                           |  | L                              | 15 <sup>(1)</sup> A   | \$ 0.91   | 29,735   | 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) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title   | Amount or Number of Shares |
| Stock Option (right to buy)                | \$ 4.11  |                                      |  |                                |   | 05/10/2005   | 05/10/2015  | Common Stock  | 5,500                      |
| Stock Option (right to buy)                | \$ 4.48  |                                      |  |                                |   | 05/09/2006   | 05/09/2016  | Common Stock  | 5,500                      |
| Stock Option (right to buy)                | \$ 3.28  |                                      |  |                                |   | 05/08/2007   | 05/08/2017  | Common Stock  | 5,500                      |
| Stock Option (right to buy)                | \$ 1.74  |                                      |  |                                |   | <sup>(3)</sup>   | 05/06/2014  | Common Stock  | 50,000                     |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| DEPETRA THOMAS J<br>14433 ENCLAVE CT. NW<br>PRIOR LAKE, MN 55372 | X             |           | President and CEO |       |

## Signatures

/s/ Thomas F. Steichen as Attorney-in-Fact for Thomas J. de Petra pursuant to Power of Attorney previously filed.

05/19/2010

\_\_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) Purchased pursuant to a Rule 10b5-1 Purchase Plan adopted by the reporting person on June 19, 2009.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$0.8486 to \$0.90, inclusive. The reporting person undertakes to provide Winland Electronics, Inc., any security holder of Winland Electronics, Inc, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(3) Original option (50,000 shares) is exercisable in increments of 10,000 shares on each of May 6, 2009, 2010, 2011, 2012, and 2013.

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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