

SUTRON CORP
Form 4
July 28, 2015

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 *
Phipps Leland R.

(Last) (First) (Middle)
22400 DAVIS DRIVE
(Street)

STERLING, VA 20164

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SUTRON CORP [STRN]

3. Date of Earliest Transaction
(Month/Day/Year)
07/27/2015

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)

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	07/27/2015		U	6,000 D \$ 8.5	0	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. 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option	\$ 6	07/27/2015		H		1,000	(1) 03/06/2018	Common Stock	1,000
Non-Qualified Stock Option	\$ 7.5	07/27/2015		H		5,000	(1) 05/14/2018	Common Stock	5,000
Non-Qualified Stock Option	\$ 4.82	07/27/2015		H		5,000	(1) 05/13/2019	Common Stock	5,000
Non-Qualified Stock Option	\$ 6.47	07/27/2015		H		5,000	(1) 05/19/2020	Common Stock	5,000
Non-Qualified Stock Option	\$ 7.12	07/27/2015		H		5,000	(1) 05/11/2021	Common Stock	5,000
Restricted Stock Units	(2)	07/27/2015		H		3,000	(3) (3)	Common Stock	3,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Phipps Leland R. 22400 DAVIS DRIVE STERLING, VA 20164		X		

Signatures

/s/ Leland Phipps 07/28/2015

**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) Pursuant to the Agreement and Plan of Merger, dated June 21, 2015, by and among Danaher Corporation, Satellite Acquisition Corp., and Sutron Corporation (the "Merger Agreement"), this option was vested in full and cancelled in the merger in exchange for a cash amount equal to the number of shares underlying this option multiplied by the difference between the per share merger consideration of \$8.50 and the per share exercise price of this option

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- (2) 1 unit for 1 share
- (3) Pursuant to the Merger Agreement, the restricted stock units were converted into a dollar amount equal to the product of the number of restricted stock units and the merger consideration of \$8.50 per share

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.