

KRUEGER LORIN E  
Form SC 13G/A  
February 10, 2004

OMB APPROVAL

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO. 12 )\*

-----  
Winland Electronics, Inc.

-----  
(Name of Issuer)

Common Stock \$.01 par value

-----  
(Title of Class of Securities)

974241 10 1

-----  
(CUSIP Number)

December 31, 2003

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this  
Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's  
initial filing on this form with respect to the subject class of securities, and  
for any subsequent amendment containing information which would alter the  
disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed  
to be "filed" for the purpose of Section 18 of the Securities Exchange Act of  
1934 ("Act") or otherwise subject to the liabilities of that section of the Act  
but shall be subject to all other provisions of the Act (however, see the  
Notes).

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PERSONS WHO RESPOND TO THE COLLECTION OF INFORMATION CONTAINED IN THIS FORM ARE NOT REQUIRED TO RESPOND UNLESS THE FORM DISPLAYS A CURRENTLY VALID OMB CONTROL NUMBER.

SEC 1745 (12-02)

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CUSIP NO. 974241 10 1

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).

LORIN E. KRUEGER

2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

U. S. A.

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

5. Sole Voting Power  
276,013 (includes 33,000 shares obtainable upon exercise of currently exercisable options)

6. Shared Voting Power  
880

7. Sole Dispositive Power  
276,013 (includes 33,000 shares obtainable upon exercise of currently exercisable options)

8. Shared Dispositive Power  
880

9. Aggregate Amount Beneficially Owned by Each Reporting Person

276,893 (includes 33,000 shares obtainable upon exercise of currently exercisable options)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

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11. Percent of Class Represented by Amount in Row (9)

8.2%

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12. Type of Reporting Person (See Instructions)

IN  
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Answer every item. If an item is inapplicable or the answer is in the negative, so state.

ITEM 1(a) NAME OF ISSUER:

Winland Electronics, Inc.

ITEM 1(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

1950 Excel Drive  
Mankato, MN 56001

ITEM 2(a) NAME OF PERSON FILING:

See Cover Page Item 1

ITEM 2(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

1950 Excel Drive  
Mankato, MN 56001

ITEM 2(c) CITIZENSHIP:

See Cover Page Item 4

ITEM 2(d) TITLE OF CLASS OF SECURITIES:

Common Stock, \$.01 par value

ITEM 2(e) CUSIP NO.:

See Cover Page

ITEM 3 IF THIS STATEMENT IS FILED PURSUANT TO RULE 13D-1(b), OR 13D-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a)  Broker or dealer registered under Section 15 of the Exchange Act.
- (b)  Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c)  Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d)  Investment company registered under Section 8 of the Investment Company Act.
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.

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(i) [ ] A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act.

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(j) [ ] Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

ITEM 4 OWNERSHIP

See Cover Page Items 5 through 11

ITEM 5 OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ ].

ITEM 6 OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

Not applicable

ITEM 7 IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:

Not applicable

ITEM 8 IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

Not applicable

ITEM 9 NOTICE OF DISSOLUTION OF GROUP:

Not applicable

ITEM 10 CERTIFICATIONS:

Not applicable

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct as of December 31, 2003.

January 29, 2004

(Date)

/s/ Lorin E. Krueger

(Signature)

Lorin E. Krueger

(Name and title)

