

Johnson David W
Form 4
December 10, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
Johnson David W

2. Issuer Name and Ticker or Trading Symbol
JOHNSON OUTDOORS INC
[JOUT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
12/07/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP and CFO

C/O JOHNSON OUTDOORS INC., 555 MAIN STREET

(Street)

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

RACINE, WI 53403

(City) (State) (Zip)

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)	
				(A) or (D)	Price			
				Code	V	Amount		
Class A Common Stock	12/07/2012		F	4,233	D	\$ 20.785	68,736	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 required to respond unless the form displays a currently valid OMB control number.

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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Section 7. Quorum and Action. A majority of the directors then holding office shall be necessary to constitute a quorum for the transaction of business, provided, however, that the directors present at any directors meeting, though less than such majority, may adjourn such meeting from time to time. No notice of any adjourned meeting need be given other than by announcement at the meeting at which such adjournment is taken. The act of a majority of the directors present at a meeting at which a quorum is present is the act of the Board of Directors.

Section 8. Action without Meeting. Any action which may be authorized or taken at a meeting of the directors may be authorized or taken without a meeting in a writing or writings signed by all of the directors, which writing or writings shall be filed with or entered upon the records of the Company.

Section 9. Fixing of Record Date

A. For any lawful purpose, including, without limitation, the determination of the shareholders who are entitled to:

(i) receive notice of or to vote at a meeting of shareholders;

(ii) receive payment of any dividend or distribution;

(iii) receive or exercise rights of purchase of or subscription for, or exchange or conversion of, shares or other securities, subject to contract rights with respect thereto; or

(iv) participate in the execution of written consents, waivers or releases, the directors may fix a record date which shall not be a date earlier than the date on which the record date is fixed and, in the cases provided for in clauses (i), (ii), and (iii) above, shall not be more than sixty days preceding the date of the meeting of the shareholders, or the date fixed for the payment of any dividend or distribution, or the date fixed for the receipt or the exercise of rights, as the case may be.

B. The record date for the purpose of clause (i) of paragraph A of this section shall continue to be the record date for all adjournments of such meeting, unless the Directors, subject to the limitations set forth in paragraph A of this section, fix another date, and in case a new record date is so fixed, notice of the record date and of the date to which the meeting shall have been adjourned shall be given to shareholders of record as of said date in accordance with the same requirements as those applying to a meeting newly called.

C. The directors may close the share transfer books against transfers of shares during the whole or any part of the period provided for in paragraph A above, including the date of the meeting of the shareholders and the period ending with the date, if any, to which adjourned.

D. If no record date is fixed therefor, the record date for determining the shareholders who are entitled to receive notice of, or who are entitled to vote at, a meeting of shareholders, shall be the fifteenth (15th) day preceding the meeting, exclusive of such day.

Section 10. Committees. The Board of Directors may from time to time create or discontinue an Executive Committee, a Nominating/Corporate Governance Committee, a Compensation Committee, an Audit Committee and such other committees as it may deem to be advisable and may delegate to any such committee any of the powers of the Board of Directors, other than that of filling vacancies among the directors or in any committee of the directors and other than the authority to adopt, amend or repeal any Regulation. Any such committee shall be composed of not less than three members of the Board of Directors to serve until otherwise ordered by the Board of Directors and shall act only in the interval between meetings of the Board of Directors and shall be subject at all times to the control and direction of the Board of Directors. The Board of Directors may appoint one or more directors as alternate members of any such committee, who may take the place of any absent member or members at any meeting of such committee.

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Any such committee may act by a writing or writings signed by all its members or by a majority of any such committee present at a meeting at which a quorum is present. Meetings of any committee may be held at any time within or without Ohio and through any communications equipment if all persons participating can hear each other. Participation through use of communications equipment shall constitute presence at the meeting. A majority of the whole authorized number of members of any such committee is necessary to constitute a quorum for a meeting of that committee. Any act or authorization of an act by any such committee within the authority delegated to it shall be as effective for all purposes as the act or authorization of the Board of Directors.

Section 11. Compensation. The Board of Directors may, irrespective of any financial or personal interest of any of them, establish reasonable compensation for services to the Company by directors and officers. The Board of Directors may delegate this authority to a Committee of the Board of Directors. The Board of Directors may also reimburse directors for the reasonable expenses incurred in the performance of their duties, including travel and other expenses incidental to their attendance at Board of Directors and committee meetings.

Section 12. Resignation. Any director of the Company may resign at any time by delivering a written notice of his resignation to the Board of Directors, the Chairperson of the Board, the Chief Executive Officer, the President or the Secretary of the Company. Any such resignation shall take effect at the date of receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, or, unless, as applicable, in connection with a resignation relating to a director's failure to receive more votes cast for him than against him in an uncontested election of directors, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE III.

OFFICERS

Section 1. Positions, Term of Office and Vacancies. The Board of Directors shall annually elect the Chief Executive Officer, a President, one or more Vice Presidents, a Secretary and a Treasurer, and may also annually elect the Chairperson of the Board, one or more Assistant Secretaries and one or more Assistant Treasurers. The Board of Directors may further elect or appoint such other officers or agents as the Board of Directors may from time to time deem necessary, who shall have such authority and perform such duties as may be prescribed by the Board of Directors. Each officer shall hold office until the next annual shareholders' meeting and until his or her successor is elected and qualified unless sooner removed by the Board of Directors, which the Board shall have the power to do at any time, with or without cause, without prejudice to the contract rights of such officer. Any two (2) or more of the offices may be held by the same person, but no officer shall execute, acknowledge or verify any instrument in more than one capacity if such instrument is required to be executed, acknowledged or verified by two (2) or more officers.

Under this section, the Chief Executive Officer shall have the power to suspend or remove any officer of the Company, except the Chairperson of the Board of Directors, subject to the right of the Board of Directors or the Executive Committee to reinstate such officer.

Section 2. Chairperson of the Board of Directors. The Chairperson of the Board of Directors shall preside at all meetings of the Board of Directors. The Chairperson shall also have such other powers and duties as the Board of Directors may from time to time authorize or impose.

Section 3. Chief Executive Officer. The Chief Executive Officer shall perform such duties as from time to time may be imposed upon him or her by the Board of Directors or by the Executive Committee. The Chief Executive Officer shall be vested with and responsible for those duties specifically imposed upon the President of the Company by the code of regulations and applicable statutes in effect in the State of Ohio, notwithstanding the appointment of a President of the Company. The Chief Executive Officer shall be responsible for the general management of the Company's business and affairs, subject, however, at all times to the control of the Board of Directors and of the Executive Committee.

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In the event of the absence of or disability of the Chairperson of the Board of Directors or in the event no Chairperson of the Board is elected, the Chief Executive Officer, if a Director, shall preside at all meetings of the Board of Directors and the Executive Committee of the Board of Directors.

Section 4. President. The President shall be an executive officer of the Company and shall perform such duties as from time to time may be imposed upon him or her by the Board of Directors, the Chief Executive Officer or by the Executive Committee. The Chief Executive Officer may serve simultaneously as the President of the Company. The President shall be subject at all times to the control of the Board of Directors, the Chief Executive Officer and of the Executive Committee.

In the absence of or disability of the Chief Executive Officer, the President shall be responsible for the performance of the duties of the Chief Executive Officer, unless the Board of Directors shall otherwise provide.

Section 5. Vice Presidents. The Vice Presidents of the Company shall perform such duties as from time to time may be respectively imposed upon them by the Board of Directors or by the Executive Committee or by the Chief Executive Officer or President. If the same individual serves as the Chief Executive Officer and President of the Company and that individual is absent or disabled precluding the discharge of his or her duties to the Company, or in the event of a vacancy in the offices, then (i) the Vice President who is designated Executive Vice President, or (ii) if no person is designated as the Executive Vice President, the Vice President who is most senior by service to the Company, shall be vested with all the Chief Executive's powers and be required to perform all the Chief Executive's duties, unless the Board of Directors shall otherwise provide.

The Board of Directors may specifically designate any Vice President of the Company as Executive Vice President or Senior Vice President or other designation or title, and assign to him or her such powers and duties as the Board of Directors may determine.

Section 6. Secretary. The Secretary shall perform such duties as from time to time may be imposed upon the Secretary by the Board of Directors, the Executive Committee, the Chief executive Officer or the President.

The Board of Directors or the Executive Committee may from time to time designate an individual or individuals, who may be an officer or a director, to record the minutes of meetings of the Board of Directors, the Executive Committee and all other committees of the Board of Directors.

Section 7. Assistant Secretaries. The Assistant Secretaries of the Company shall perform such duties as from time to time may be respectively imposed upon them by the Board of Directors or by the Executive Committee, the Chief Executive Officer, or by the President, and in case of the absence or disability of the Secretary or of a vacancy in his office, the Assistant Secretary (or if there be more than one Assistant Secretary, then the Assistant Secretary who is then the senior in office) shall be vested with all the Secretary's powers and required to perform all the Secretary's duties, unless the Board of Directors shall otherwise provide.

Section 8. Treasurer. The Treasurer shall be the Chief Financial Officer of the Company and shall have charge and custody of and be responsible for all funds and securities of the Company, and shall deposit all such funds in the name and to the credit of the Company in such depositories as may be designated by the Board of Directors or by the Executive Committee. The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the Company. The Treasurer shall have full authority to receive and receipt for all moneys due the Company, and shall render to the Chief Executive Officer, the President and to the Chairperson of the Board of Directors and to the Board of Directors and to the executive Committee, whenever any of them may require it, an account of all his or her transactions as Treasurer, and shall perform such other duties as may be required by the Board of Directors or by the Executive Committee, the Chief Executive Officer, or by the President.

Section 9. Assistant Treasurer. The Assistant Treasurers of the Company shall perform such duties as from time to time may be respectively imposed upon them by the Board of Directors or by the Executive Committee, the Chief Executive Officer, or by the President, and in the case of the absence or disability of the

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Treasurer or of a vacancy in his or her office, the Assistant Treasurer (or if there be more than one Assistant Treasurer, then the Assistant Treasurer who is then the senior in office) shall be vested with all the Treasurer's powers and required to perform all the Treasurer's duties, unless the Board shall otherwise provide.

Section 10. Absence or Disability. In the case of absence or disability of any officer of the Company, or for any reason that may seem sufficient to the Board of Directors or to the Executive Committee, the Board of Directors or the Executive Committee, except as prohibited by law, may delegate that officer's powers and duties to any other officer.

Section 11. Resignations. Any officer may resign at any time by giving written notice to the Board of Directors, the Chairperson of the Board, the Chief Executive Officer, the President or the Secretary of the Company. Any such resignation shall take effect at the date of receipt of such notice or at any later time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 12. Authority to Sign. All checks, drafts and orders for the payment of money of the Company shall be signed by the Chief Executive Officer, the President or by any Vice President and the Treasurer or Assistant Treasurer or by any two Vice Presidents or by the Treasurer and the Assistant Treasurer except when otherwise specifically provided by resolution of the Board of Directors or of the Executive Committee. The Chief Executive Officer, the President, any Vice President, the Treasurer or any Assistant Treasurer is authorized to endorse for collection or deposit to the credit of the Company any and all checks, drafts, bills of exchange, promissory notes, orders, certificates of deposit and acceptances.

Contracts, deeds and other documents executed by the Company may be signed in the name and on behalf of the Company by the Chief Executive Officer, the President or any Vice President and by the Secretary or any Assistant Secretary or the Treasurer or any Assistant Treasurer except when otherwise specifically provided by resolution by the Board of Directors or the Executive Committee, provided, however, that one person shall not sign in more than one capacity unless the Board of Directors or Executive Committee shall so direct.

The Board of Directors or the Executive Committee may authorize any other officer or officers or agent or agents of the Company to act as an authorized signer of any of the foregoing in the name and on behalf of the Company.

ARTICLE IV.

INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES

ARTICLE VIII A

Section 1. Indemnification. The Company shall indemnify any person who is or has been a director, officer, or employee of the Company, or who is serving or has served at its request as a director, officer or employee of another corporation, against expenses (including attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement incurred, actually and reasonably incurred by such person by reason of the fact that he or she is or was such director or officer, in connection with the defense of any threatened, pending or threatened completed action, suit or proceeding, criminal or civil, to which he is or may be made a party by reason of being or having been such director, officer or employee; provided a determination is made whether civil, criminal, administrative or investigative, to the full extent permitted by Ohio law. The indemnification provided for herein shall not be deemed to restrict the right of the Company to indemnify employees, agents and others to the extent not prohibited by Ohio law.

(1) ——— that he was not, and has not been adjudicated to have been, negligent or guilty of misconduct in the performance of his duty to the Company or other corporation of which he is or was a director, officer or employee; and

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~~(2) that he acted in good faith in what he reasonably believed to be the best interests of the Company or other corporation of which he is or was a director, officer or employee; and~~

~~(3) that in any matter the subject of a criminal~~Section 2. Advancement of Expenses. Expenses, including attorney's fees, incurred by a director, trustee, officer, employee, member, manager or agent in defending any action, suit or proceeding, he had no reasonable cause to believe that his conduct was unlawful.

~~The determination as to (2) or (3) of the preceding paragraph, and, in the absence of an adjudication by a court of competent jurisdiction, as to (1) shall be made by the directors of the Company acting at a meeting at which a quorum consisting of directors who are not parties to or threatened with any such action, suit or proceeding is present. Any director who is a party to or threatened with any such action, suit or proceeding shall not be qualified to vote and, if for this reason a quorum of directors cannot be obtained to vote on such determination, it shall be made by independent legal counsel selected by the directors of the Company (who may be the regular counsel of the Company) in a written opinion. Expenses with respect to any pending or threatened action, suit or proceeding whether civil or criminal, administrative or investigative, may be paid by the Company in advance of the final disposition thereof of the action, suit, or proceeding, as authorized by the Board in the specific case, upon receipt of an undertaking by or on behalf of the recipient~~director, trustee, officer, employee, member, manager, or agent to repay such expenses unless it shall amount, if it ultimately be determined that he or she is not entitled to be indemnified by the Company.

~~Section 3. Insurance. The Company may purchase and maintain insurance or furnish similar protection on behalf of or for any person who is or was a director, officer or employee or agent of the Company, or any person who is or was serving at the request of the Company as a director, officer or trustee, employee, member, manager or agent of another corporation~~Company, joint venture, partnership, trust or other enterprise against any liability asserted against him such person or incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Company would have the power to indemnify hi, him or her against such liability under the provisions of this Article VIII A or of Chapter 1701 of the Ohio Revised CodeOhio law.

~~Section 4. Agreements. The Company is expressly authorized to enter into any indemnification or insurance agreements with or on the behalf of any person who is or was a director, officer, employee or designated agent of the Company or is or was serving at the request of the Company as a director, officer, employee, member, manager or designated agent of another Company, domestic or foreign, non-profit or for profit, a limited liability company, partnership, joint venture, trust or other enterprise, in accordance with the terms of this Article IV. Such agreements may include, but are not limited to, agreements providing for indemnification or the advancement of expenses, agreements providing for insurance, indemnification or the advancement of expenses by way of self-insurance, whether or not funded through the use of a trust, escrow agreement, letter of credit, or other arrangement, in accordance with subsection (a) of this Article IV, and agreements providing for insurance or indemnification through the commercial insurance market.~~

~~The~~ Section 5. Non-Exclusivity of Rights. The rights to indemnification provided for conferred by this Article VIII A IV shall not be deemed exclusive of any other rights to right which any person may be entitled under the articles, the regulations have or hereafter acquire under the statute, the Company's Articles of Incorporation, these Regulations, any agreement, any insurance purchased by the Company, vote of shareholders or of disinterested directors, or otherwise, and shall inure to the benefit of the heirs, executors and administrators of such person.
POWERS AND DUTIES OF DIRECTORS

ARTICLE IXV. CERTIFICATES FOR SHARES

~~The Board of Directors shall have complete and absolute jurisdiction over all questions relating to the property, affairs, management and business of the corporation, including the election, removal, appointment, tenure, duties and compensation of the officers of the Company. The Board shall meet at such times and places,~~

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~~within or without the State of Ohio, as they from time to time determine, may adopt such By-Laws for their government and may exercise all such powers and do all such things as may be lawfully exercised and done by the corporation, subject only to its Articles, this Code of Regulations and the Constitution and Law of the State of Ohio.~~

~~Any two or more offices may be held by the same person if so provided by the Board of Directors in the Company's By-Laws, but no officer shall execute, acknowledge or verify any instrument in more than one capacity if such instrument is required by law or by the Company's By-Laws to be executed, acknowledged or verified by any two or more officers.~~

~~Without in anywise limiting the general powers hereinabove conferred and subject to the provisions of the Company's Articles, the Board of Directors shall have the following express powers:~~

~~To purchase or otherwise acquire for the Company any property, rights, or privileges which the corporation may have the right to acquire, to enter into any contracts which they may deem advantageous to the corporation, and to fix the price to be paid by the corporation for any such property or contracts:~~

~~To sell, transfer, lease, mortgage, pledge or otherwise dispose of its property; to pay for any property or rights acquired by the Company either wholly or partly in money, stock, debentures or other securities of the Company; to borrow money, and to issue the obligations of the Company therefore, and to secure the same by mortgage or pledge of all or any part of the property of the corporation, real or personal, and to pledge or sell the same for such sums and at such prices as in their uncontrolled discretion they may deem expedient;~~

~~To appoint and to remove or suspend any such officers, agents or employees as the Board may from time to time think best, and to fix and determine, and, from time to time, change the duties of such officers, agents or employees, and to fix and change their salaries or emoluments;~~

~~To fix and determine from time to time, and to vary the amount of working capital of the corporation, and to direct and determine and use and disposition of any surplus or net profits over and above the amount of capital paid in;~~

~~To create an Executive Committee, composed of members of the Board of Directors, and to delegate to such Executive Committee such powers of the Board of Directors, and to such extent, as the Board of Directors may determine.~~

ARTICLE X

Section 1. Issue of Certificates. The shares of capital stock of the Company may be represented by certificates or they may be uncertificated. If the shares are to be represented by certificates, then the Board of Directors shall provide for the issue and transfer of the certificates of capital stock of the Company, and shall prescribe the form of such certificates. Every owner of stock of the Company shall be entitled to a certificate of stock which shall be under the seal of the Company (which seal may be a facsimile, engraved or printed), specifying the number of shares owned by such owner, and which certificate shall be signed by the Chief Executive Officer or the President or Vice-President and by the Secretary or an Assistant Secretary or the Treasurer or an Assistant Treasurer of the Company. Said signatures may, wherever permitted by law, be facsimile, engraved or printed. In case any officer or officers who shall have signed, or whose facsimile signature or signatures shall have been used on any such certificate or certificates shall cease to be such officer or officers of the Company, whether because of death, resignation or otherwise, before such certificate or certificates shall have been delivered by the Company, such certificate or certificates may nevertheless be issued and delivered as though the person or persons who signed such certificate or certificates or whose facsimile signature or signatures shall have been used thereon had not ceased to be such officer or officers of the Company. Except as otherwise expressly provided by law, the rights and obligations of the holders of uncertificated shares and the rights and obligations of the holders of certificates representing shares of the same class and series shall be identical.

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Section 2. Transfer Agents and Registrars. The Company may have one or more Transfer Agents and one or more Registrars of its stock, whose respective duties the Board of Directors may, from time to time, prescribe. If the Company shall have a Transfer Agent, no certificate of stock shall be valid until countersigned by such Transfer Agent, and if the Company shall have a Registrar, until registered by the Registrar. The duties of the Transfer Agent and Registrar may be combined.

Section 3. Transfer of Shares. The shares of the Company shall be transferable only upon its books and by the holders thereof in person or by their duly authorized attorneys or legal representatives, and upon such transfer the old certificates shall be surrendered to the Company by the delivery thereof to the person in charge of the stock and transfer books and ledgers or to such other person as the Board of Directors may designate for such purpose, and new certificates shall thereupon be issued.

Section 4. Addresses of Shareholders. Every shareholder shall furnish the Transfer Agent, or in the absence of a Transfer Agent, the Registrar, or in the absence of a Transfer Agent and a Registrar, the Secretary, with an address at or to which notices of meetings and all other notices may be served upon or sent to such shareholder.

Section 5. Lost, Stolen and Destroyed Certificates. The Board of Directors may direct a new certificate or certificates of stock to be issued in the place of any certificate or certificates theretofore issued and alleged to have been lost, stolen or destroyed; but the Board of Directors when authorizing such issue of a new certificate or certificates, may in its discretion require the owner of the stock represented by the certificate so lost, stolen or destroyed or the shareholder's legal representative to furnish proof by affidavit or otherwise to the satisfaction of the Board of Directors of the ownership of the stock represented by such certificate alleged to have been lost, stolen or destroyed and the facts which tend to prove its loss, theft or destruction. The Board of Directors may also require such person to execute and deliver to the Company a bond, with or without sureties, in such sum as the Board of Directors may direct, indemnifying the Company against any claim that may be made against it by reason of the issue of such new certificate. The Board of Directors, however, may in its discretion, refuse to issue any such new certificate, except pursuant to court order.

ARTICLE VI. FISCAL YEAR

Section 1. Fiscal Year. The fiscal year of the Company shall begin on the first (1st) day of July and end on the thirtieth (30th) day of June in each year.

ARTICLE VII. AMENDMENTS

Section 1. Amendments. These Regulations may be amended at any time altered, amended, added to or repealed by the Board of Directors (to the extent permitted by the Ohio General Corporation Law) or by the affirmative vote of the holders/shareholders of record of shares entitling them to exercise holding a majority of the voting power outstanding shares on such proposal; or, without a meeting, by the written consent of the holders/shareholders of record of shares entitling them to exercise two thirds of the voting power holding 66-2/3% or more of the outstanding shares on such proposal.

Effective Date: October 15, 2004.

If an amendment is adopted by written consent without a meeting of the shareholders, it shall be the duty of the Secretary to enter the amendment in the records of the Company and to mail a copy of such amendment to each shareholder of record who would be entitled to vote thereon and did not participate in the adoption thereof.

Annual Meeting of Shareholders

October 27, 2010, 10:00 a.m. local time

425 Executive Conference Center

425 North Martingale Road

Schaumburg, Illinois 60173-2213

Notice of Internet Availability

of Proxy Materials

Important notice regarding the availability of proxy materials for the annual meeting of shareholders. The Notice of Annual Meeting of Shareholders, Proxy Statement and Annual Report are available at www.sparton.com.

You can vote in one of three ways:

1) By Internet, 2) By Phone, 3) By Mail.

See the reverse side of this sheet for instructions.

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IF YOU ARE NOT VOTING BY INTERNET OR BY TELEPHONE, COMPLETE BOTH SIDES OF THE PROXY CARD, SIGN, DATE, DETACH AND

RETURN IN THE ENCLOSED ENVELOPE TO:

Illinois Stock Transfer Co.

209 West Jackson Boulevard, Suite 903

Chicago, Illinois 60606

DETACH PROXY CARD HERE

(continued on reverse side)

VOTER CONTROL NUMBER

TO VOTE BY INTERNET

Your Internet vote is quick, confidential and your vote is immediately submitted. Just follow these easy steps:

1. Read the accompanying Proxy materials.

2. Visit our Internet voting site at www.ilstk.com, click on I am a Shareholder, select the Internet Voting tab, enter your Voter Control Number and the last four digits of your Tax Identification Number that is associated with the account you are voting in the designated fields. Your Voter Control Number is shown above.

Please note that all votes cast by Internet must be **completed** and **submitted** prior to Monday, October 25, 2010 at 11:59 p.m. Central Time.

Your Internet vote authorizes the named proxies to vote your shares to the same extent as if you marked, signed, dated and returned the proxy card.

This is a secured web page site. Your software and/or Internet provider must be enabled to access this site. Please call your software or Internet provider for further information if needed.

If You Vote By INTERNET, Please Do Not Return Your Proxy Card By Mail

TO VOTE BY TELEPHONE

Your telephone vote is quick, confidential and immediate. Just follow these easy steps:

1. Read the accompanying Proxy materials.
2. Using a Touch-Tone telephone, call Toll Free 1-800-555-8140 and follow the instructions.
3. When asked for your Voter Control Number, enter the number printed above.
4. You will also be asked to enter the last four digits of your Tax Identification Number that is associated with the account you are now voting.

Please note that all votes cast by telephone must be **completed** and **submitted** prior to Monday, October 25, 2010 at 11:59 p.m. Central Time.

Your telephone vote authorizes the named proxies to vote your shares to the same extent as if you marked, signed, dated and returned the proxy card.

If You Vote By TELEPHONE, Please Do Not Return Your Proxy Card By Mail

TO VOTE BY MAIL

To vote by mail, complete both sides of the proxy card, sign and date on the reverse side, detach and return the card in the envelope provided.

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SPARTON CORPORATION REVOCABLE PROXY

COMMON

SPARTON CORPORATION

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF SPARTON CORPORATION Cary B. Wood, Gregory A. Slome and Joseph S. Lerczak, and each of them, are hereby appointed proxies of the undersigned with full power of substitution, to represent the undersigned at the Annual Meeting of the Shareholders of SPARTON CORPORATION on October 27, 2010, at 10:00 a.m. local time, and any and all adjournments thereof, and to vote thereat as designated on this Proxy, all the shares of said Corporation which the undersigned would be entitled to vote if personally present.

The Board of Directors recommends a vote FOR the following proposals:

1. Election of the listed Director nominees for terms expiring in 2013.

01	David P. Molfenter	" FOR	" WITHHOLD
02	W. Peter Slusser	" FOR	" WITHHOLD
03	Lynda J.-S. Yang, M.D., Ph.D.	" FOR	" WITHHOLD

IMPORTANT

THE PROMPT RETURN OF PROXIES WILL SAVE THE CORPORATION THE EXPENSE OF FURTHER REQUESTS FOR PROXIES.

2. Ratification of the appointment of BDO USA, LLP as independent auditors for the Corporation for the fiscal year ending June 30, 2011.

" FOR " AGAINST " ABSTAIN

3. Approval and adoption of the Second Amended Articles of Incorporation.

" FOR " AGAINST " ABSTAIN

4. Approval and adoption of the Amended and Restated Code of Regulations.

" FOR " AGAINST " ABSTAIN

5. Approval of a non-binding advisory resolution regarding the compensation of the Company's named executive officers.

" FOR " AGAINST " ABSTAIN

In their discretion, the proxies are authorized to vote upon such other business as may properly come before the meeting or at any adjournments thereof.

This proxy, when properly executed, will be voted in the manner directed herein by the undersigned shareholder and as described in the Proxy Statement. **IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR THE ELECTION OF EACH OF THE LISTED DIRECTOR NOMINEES FOR TERMS EXPIRING IN 2013, FOR THE RATIFICATION OF THE APPOINTMENT OF BDO USA, LLP AS INDEPENDENT AUDITORS FOR THE CORPORATION, FOR THE APPROVAL AND ADOPTION OF THE SECOND AMENDED ARTICLES OF INCORPORATION, FOR THE APPROVAL AND ADOPTION OF THE AMENDED AND RESTATED CODE OF REGULATIONS, FOR APPROVAL OF A NON-BINDING ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION, AND ON ANY OTHER MATTER THAT MAY PROPERLY COME BEFORE THE MEETING.**

SIGNATURE

DATE

SIGNATURE

DATE

Please sign your name as it appears above. If executed by a corporation, a duly authorized officer should sign. Executors, administrators, attorneys, guardians and trustees should so indicate when signing. **DETACH PROXY CARD HERE**

ATTENTION SHAREHOLDERS

INTERNET VOTING

You can now submit your Proxy via the Internet and have your vote recorded.

Why use the Internet

Internet Voting is timelier.

It saves the Company the ever-rising costs of business reply postage.

You can change your vote by re-voting at any time.

It is simple and easy to use.

Instructions for Internet Voting can be found on the reverse side.

The Internet Voting Website is:

<http://www.ilstk.com> - click on I am a Shareholder and select Internet Voting .

Annual Meeting of Shareholders

October 27, 2010, 10:00 a.m. local time

425 Executive Conference Center

425 North Martingale Road

Schaumburg, Illinois 60173-2213

Notice of Internet Availability

of Proxy Materials

Important notice regarding the availability of proxy materials for the annual meeting of shareholders. The Notice of Annual Meeting of Shareholders, Proxy Statement and Annual Report are available at www.sparton.com.

You can vote in one of three ways:

1) By Internet, 2) By Phone, 3) By Mail.

See the reverse side of this sheet for instructions.

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IF YOU ARE NOT VOTING BY INTERNET OR BY TELEPHONE, COMPLETE BOTH SIDES OF THE PROXY CARD, SIGN, DATE, DETACH AND

RETURN IN THE ENCLOSED ENVELOPE TO:

Illinois Stock Transfer Co.

209 West Jackson Boulevard, Suite 903

Chicago, Illinois 60606

DETACH PROXY CARD HERE

(continued on reverse side)

VOTER CONTROL NUMBER

TO VOTE BY INTERNET

Your Internet vote is quick, confidential and your vote is immediately submitted. Just follow these easy steps:

1. Read the accompanying Proxy materials.
2. Visit our Internet voting site at www.ilstk.com, click on I am a Shareholder, select the Internet Voting tab, enter your Voter Control Number and the last four digits of your Tax Identification Number that is associated with the account you are voting in the designated fields. Your Voter Control Number is shown above.

Please note that all votes cast by Internet must be **completed** and **submitted** prior to Monday, October 25, 2010 at 11:59 p.m. Central Time.

Your Internet vote authorizes the named proxies to vote your shares to the same extent as if you marked, signed, dated and returned the proxy card.

This is a secured web page site. Your software and/or Internet provider must be enabled to access this site. Please call your software or Internet provider for further information if needed.

If You Vote By INTERNET, Please Do Not Return Your Proxy Card By Mail

TO VOTE BY TELEPHONE

Your telephone vote is quick, confidential and immediate. Just follow these easy steps:

1. Read the accompanying Proxy materials.
2. Using a Touch-Tone telephone, call Toll Free 1-800-555-8140 and follow the instructions.
3. When asked for your Voter Control Number, enter the number printed above.
4. You will also be asked to enter the last four digits of your Tax Identification Number that is associated with the account you are now voting.

Please note that all votes cast by telephone must be **completed** and **submitted** prior to Monday, October 25, 2010 at 11:59 p.m. Central Time.

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If You Vote By TELEPHONE, Please Do Not Return Your Proxy Card By Mail

TO VOTE BY MAIL

To vote by mail, complete both sides of the proxy card, sign and date on the reverse side, detach and return the card in the envelope provided.

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SPARTON CORPORATION REVOCABLE PROXY

401K

SPARTON CORPORATION

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF SPARTON CORPORATION Cary B. Wood, Gregory A. Slome and Joseph S. Lerczak, and each of them, are hereby appointed proxies of the undersigned with full power of substitution, to represent the undersigned at the Annual Meeting of the Shareholders of SPARTON CORPORATION on October 27, 2010, at 10:00 a.m. local time, and any and all adjournments thereof, and to vote thereat as designated on this Proxy, all the shares of said Corporation which the undersigned would be entitled to vote if personally present.

The Board of Directors recommends a vote FOR the following proposals:

1. Election of the listed Director nominees for terms expiring in 2013.

01	David P. Molfenter	" FOR	" WITHHOLD
02	W. Peter Slusser	" FOR	" WITHHOLD
03	Lynda J.-S. Yang, M.D., Ph.D.	" FOR	" WITHHOLD

IMPORTANT

THE PROMPT RETURN OF PROXIES WILL SAVE THE CORPORATION THE EXPENSE OF FURTHER REQUESTS FOR PROXIES.

2. Ratification of the appointment of BDO USA, LLP as independent auditors for the Corporation for the fiscal year ending June 30, 2011.

" FOR " AGAINST " ABSTAIN

3. Approval and adoption of the Second Amended Articles of Incorporation.

" FOR " AGAINST " ABSTAIN

4. Approval and adoption of the Amended and Restated Code of Regulations.

" FOR " AGAINST " ABSTAIN

5. Approval of a non-binding advisory resolution regarding the compensation of the Company's named executive officers.

" FOR " AGAINST " ABSTAIN

In their discretion, the proxies are authorized to vote upon such other business as may properly come before the meeting or at any adjournments thereof.

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