

Swenson Nicholas John  
 Form 4  
 October 18, 2012

**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 \*  
 Swenson Nicholas John

2. Issuer Name and Ticker or Trading Symbol  
 PRO DEX INC [PDEX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 3033 EXCELSIOR BOULEVARD,  
 SUITE 560

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 10/10/2012

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  
 10% Owner  
 \_\_\_\_ Other (specify below)

(Street)  
 MINNEAPOLIS, MN 55416

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)	
				(A) or (D)	Price			
Common Stock	10/10/2012		L	20	A \$ 1.78	52,193	I	By AO Partners I, LP
Common Stock	10/10/2012		L	200	A \$ 1.8	52,393	I	By AO Partners I, LP
Common Stock	10/10/2012		L	550	A \$ 1.77	52,943	I	By AO Partners I, LP
Common Stock	10/12/2012		L	783	A \$ 1.83	53,726	I	By AO Partners I,

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Common Stock	Transaction Date	Transaction Type	Quantity	Acquisition/Disposition	Price	Value	Code	By
Common Stock	10/16/2012	P	4,000	A	\$ 1.88	57,726	I	LP By AO Partners I, LP
Common Stock	10/16/2012	P	50	A	\$ 1.87	57,776	I	LP By AO Partners I, LP
Common Stock	10/17/2012	P	13,442	A	\$ <u>(1)</u> 1.9057	71,218	I	LP By AO Partners I, LP
Common Stock	10/18/2012	P	11,950	A	\$ <u>(2)</u> 1.906	83,168	I	LP By AO Partners I, LP
Common Stock						172,271	I	By Glenhurst Co.
Common Stock						257,506	D	

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 of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

Swenson Nicholas John  
3033 EXCELSIOR BOULEVARD, SUITE 560  
MINNEAPOLIS, MN 55416

X

## Signatures

/s/ Nicholas J.  
Swenson 10/18/2012

\_\_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) The price in Column 4 is a weighted average price. The prices actually paid ranged from \$1.80 to \$1.94. The reporting person has provided to the issuer, and will provide to any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares purchased at each price within the range for all transactions reported in this Form 4 utilizing an average weighted price.
  - (2) The price in Column 4 is a weighted average price. The prices actually paid ranged from \$1.90 to \$1.95. The reporting person has provided to the issuer, and will provide to any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares purchased at each price within the range for all transactions reported in this Form 4 utilizing an average weighted price.

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.