

Van Kirk Richard Lee Jr
 Form 3
 April 29, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Van Kirk Richard Lee Jr | | (Month/Day/Year) | PRO DEX INC [PDEX] | |
| (Last) | (First) | (Middle) | 04/23/2013 | |
| 34 DEER CREEK | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | (Check all applicable) | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| IRVINE,Â CAÂ 92604 | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | Chief Operating Officer | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 5,000 ⁽¹⁾ | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable Expiration Date | Title Amount or Number of | | | |

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| | | | | Shares | | (I) (Instr. 5) | |
|--|-------|------------|-----------------|--------|---------|-------------------|---|
| Employee Stock Options (Right to Buy) | Â (2) | 01/06/2016 | Common Stock | 8,334 | \$ 7.65 | D | Â |
| Employee Stock Options (Right to Buy) | Â (3) | 05/18/2017 | Common Stock | 3,334 | \$ 4.38 | D | Â |
| Employee Stock Options (Right to Buy) | Â (4) | 10/07/2020 | Common Stock | 20,000 | \$ 1.97 | D | Â |
| Employee Stock Options (Right to Buy) | Â (5) | 09/12/2021 | Common Stock | 25,000 | \$ 1.8 | D | Â |
| Employee Stock Options (Right to Buy) | Â (6) | 09/11/2022 | Common Stock | 5,000 | \$ 1.73 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Van Kirk Richard Lee Jr 34 DEER CREEK IRVINE, CA 92604 | Â | Â | Â Chief Operating Officer | Â |

Signatures

/s/ Richard L.
Van Kirk

04/26/2013

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Restricted stock subject to annual vesting. The first installment of 1,667 shares will vest on September 11, 2013; the second installment of 1,666 shares will vest on September 11, 2014; and the third and final installment of 1,667 shares will vest on September 11, 2015.
- (2) The option vested in equal quarterly installments of 521 shares over a four year period, with the first installment vesting on April 6, 2006, and the last installment vesting on January 6, 2010.
- (3) The option vested in alternating quarterly installments of 208 and 209 shares over a four year period, with the first installment vesting on August 18, 2007, and the last installment vesting on May 18, 2011.
- (4) The option vests in alternating monthly installments of 556 and 555 shares over a three year period, with the first installment vesting on November 7, 2010, and the last installment vesting on October 7, 2013.
- (5) The option vests in alternating monthly installments of 694 and 695 shares over a three year period, with the first installment vesting on October 12, 2011, and the last installment vesting on September 12, 2014.
The option vests in three annual installments. The first installment of 1,667 shares will vest on September 11, 2013; the second
- (6) installment of 1,666 shares will vest on September 11, 2014; and the third and final installment of 1,667 shares will vest on September 11, 2015.

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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