

ENGLOBAL CORP

Form 4

June 18, 2008

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
RAIFORD ROBERT W

(Last) (First) (Middle)

654 N. SAM HOUSTON
PARKWAY E., SUITE 400

(Street)

HOUSTON, TX 77060

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ENGLOBAL CORP [ENG]

3. Date of Earliest Transaction
(Month/Day/Year)
06/16/2008

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

CFO and Treasurer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common Stock | 06/16/2008 | | M | 25,481 | A \$ 6.83 86,716 | D | |
| Common Stock | 06/17/2008 | | M | 124,519 | A \$ 6.83 211,235 | D | |
| Common Stock | 06/16/2008 | | S ⁽¹⁾ | 35,481 | D \$ 13.67 175,754 | D | |
| Common Stock | 06/17/2008 | | S ⁽¹⁾ | 124,519 | D \$ 13.71 51,235 | D | |
| | 06/17/2008 | | S ⁽¹⁾ | 10,000 | D 41,235 | D | |

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Common
Stock

\$
13.93
(4)

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) | | | |
|---|--|---|---|--------------------------------------|---|--|-----|---|--------------------|-----------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Employee Stock Option (Right to Buy) ⁽⁵⁾ | \$ 6.83 | 12/04/2006 | 12/16/2008 | M | | 25,481 | | 12/04/2006 | 12/04/2016 | Common Stock | 25,481 |
| Employee Stock Option (Right to Buy) ⁽⁵⁾ | \$ 6.83 | 12/04/2006 | 12/17/2008 | M | | 124,519 | | 12/04/2006 | 12/04/2016 | Common Stock | 124,519 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| RAIFORD ROBERT W 654 N. SAM HOUSTON PARKWAY E. SUITE 400 HOUSTON, TX 77060 | CFO and Treasurer |

Signatures

/s/ Robert W.
Raiford

06/18/2008

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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by Robert W. Raiford on December 14, 2007.
- (2) The reporting person sold 35,481 shares in a series of transactions on June 16, 2008. In these transactions, the price received was \$13.67 per share.
- (3) The reporting person sold 124,519 shares in a series of transactions on June 17, 2008. In these transactions, the average price received was \$13.7057 per share, with \$13.67 being the lowest price received per share, and \$13.75 being the highest price received per share.
- (4) The reporting person sold 10,000 shares in a series of transactions on June 17, 2008. In these transactions, the average price received was \$13.925 per share, with \$13.92 being the lowest price received per share, and \$13.93 being the highest price received per share.
- (5) Options granted pursuant to the ENGGlobal Corporation 1998 Incentive Plan.

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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