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DEWEY ELECTRONICS CORP

Form SC 13D

November 28, 2006

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

SCHEDULE 13D  
(Amendment No. 3)

Under the Securities Exchange Act of 1934  
THE DEWEY ELECTRONICS CORPORATION  
(Name of Issuer)

Common Stock, par value \$.01 per share  
(Title of Class of Securities)

252063102000  
(CUSIP Number)

Frances D. Dewey  
The Dewey Electronics Corporation  
27 Muller Road  
Oakland, New Jersey 07436

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

November 27, 2006  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box  .

SCHEDULE 13D

CUSIP No. 252063102000

Page 2 of 4 Pages

1. NAME OF REPORTING PERSON: FRANCES D. DEWEY
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)
3. SEC USE ONLY
4. SOURCE OF FUNDS: NOT APPLICABLE
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
6. CITIZENSHIP OR PLACE OF ORGANIZATION: UNITED STATES
- NUMBER OF 7. SOLE VOTING POWER: 440,555

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SHARES

BENEFICIALLY

OWNED BY 8. SHARED VOTING POWER: 0

EACH

REPORTING

PERSON 9. SOLE DISPOSITIVE POWER: 440,555

WITH 10. SHARED DISPOSITIVE POWER: 0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 440,555

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES X

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 32.40%

14. TYPE OF REPORTING PERSON: IN

This Amendment No. 3 amends the statement on Schedule 13D dated July 23, 2002, as amended, filed by Frances D. Dewey with respect to the common stock, par value \$.01 per share (the "Common Stock"), of The Dewey Electronics Corporation, a New York corporation (the "Corporation"), by adding the following information:

Item 4. Purpose of Transaction

See Item 5(c) below.

Item 5. Interest in Securities of the Company

(a) and (b) Mrs. Dewey owns beneficially and of record 440,555 shares of Common Stock (the "Shares"), representing approximately 32.40% of the 1,362,031 shares of Common Stock outstanding as of November 27, 2006. Mrs. Dewey has sole voting power and sole dispositive power with respect to the Shares. Mrs. Dewey disclaims any beneficial interest in the shares of Common Stock beneficially owned by John H.D. Dewey, Mrs. Dewey's son and The President and Chief Executive Officer of the Corporation.

(c) Transactions in the Common Stock effected during the past 60 days by Mrs. Dewey: On November 27, 2006, Mrs. Dewey sold in private transactions to trusts for Nathaniel Roberts, a director of the Corporation, and/or his family members a total of 21,428 shares at a price of \$3.50 per share.

(d) No other person has the right to receive or the power to direct the receipt of dividends from, or the profits from the sale of, the Shares.

SIGNATURES

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.

Dated: November 27, 2006

/s/ Frances D. Dewey

Frances D. Dewey