

Swenson Nicholas John  
 Form 4  
 October 26, 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)  
 10/19/2012

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

(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

MINNEAPOLIS, MN 55416

(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   |   |   |                      |
| Common Stock                    | 10/19/2012                           |  | L                              | 1,196   | A   | \$ 1.9343<br><u>(1)</u>                                  | 84,364  | I | By AO Partners I, LP |
| Common Stock                    | 10/23/2012                           |  | L                              | 2,375   | A   | \$ 1.8   | 86,739  | I | By AO Partners I, LP |
| Common Stock                    | 10/24/2012                           |  | L                              | 500   | A   | \$ 1.99  | 87,239  | I | By AO Partners I, LP |
| Common Stock                    | 10/25/2012                           |  | P                              | 500   | A   | \$ 1.89  | 87,739  | I | By AO Partners I,    |

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|              |            |  |   |     |   |         |         |   |                            |
|--------------|------------|--|---|-----|---|---------|---------|---|----------------------------|
| Common Stock | 10/25/2012 |  | P | 985 | A | \$ 1.86 | 88,724  | I | LP<br>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.

**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.**

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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 Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

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

X

## Signatures

/s/ Nicholas J. Swenson                      10/26/2012

        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).

The price in Column 4 is a weighted average price. The prices actually paid ranged from \$1.87 to \$1.99. The reporting person has  
(1) 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.

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