

GENCOR INDUSTRIES INC
Form 4
August 27, 2014

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 *
Houtkin Sherry

2. Issuer Name and Ticker or Trading Symbol
GENCOR INDUSTRIES INC
[GENC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
08/19/2014

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

2295 NW CORPORATE BLVD.,
SUITE 230

(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

BOCA RATON, FL 33431

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$.001 par value	08/19/2014		S		1,000	D	\$ 10.2
					1,724,577	(1)	D
Common Stock, \$.001 par value	08/19/2014		S		200	D	\$ 10.21
					1,724,377	(1)	D
Common Stock, \$.001 par	08/19/2014		S		8	D	\$ 10.24
					1,724,369	(1)	D

value								
Common Stock, \$.001 par value	08/20/2014	S	1,700	D	\$ 10.15	1,722,669 ⁽¹⁾	D	
Common Stock, \$.001 par value	08/20/2014	S	200	D	\$ 10.16	1,722,469 ⁽¹⁾	D	
Common Stock, \$.001 par value	08/20/2014	S	300	D	\$ 10.2	1,722,169 ⁽¹⁾	D	
Common Stock, \$.001 par value	08/21/2014	S	1,100	D	\$ 10.15	1,721,069 ⁽¹⁾	D	
Common Stock, \$.001 par value	08/21/2014	S	100	D	\$ 10.16	1,720,969 ⁽¹⁾	D	
Common Stock, \$.001 par value	08/21/2014	S	400	D	\$ 10.17	1,720,569 ⁽¹⁾	D	
Common Stock, \$.001 par value	08/21/2014	S	3,284	D	\$ 10.19	1,717,285 ⁽¹⁾	D	
Common Stock, \$.001 par value	08/21/2014	S	100	D	\$ 10.2	1,717,185 ⁽¹⁾	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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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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned
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Derivative Security	Code	V	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	(Instr. 3 and 4)
			(A)	(D)					

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Houtkin Sherry
 2295 NW CORPORATE BLVD., SUITE 230
 BOCA RATON, FL 33431

X

Signatures

/s/ Sherry

Houtkin

08/27/2014

__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) Excludes 9,036 shares indirectly owned by Ms. Houtkin through the Airmont Trust.

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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