

ENGINEERED SUPPORT SYSTEMS INC
 Form 4
 February 02, 2006

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 *
 LANDMANN STEVEN J

2. Issuer Name and Ticker or Trading Symbol
 ENGINEERED SUPPORT SYSTEMS INC [EASI]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Sr. VP, Cont. & CAO

(Last) (First) (Middle)
 C/O ENGINEERED SUPPORT SYSTEMS INC, 201 EVANS LANE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/31/2006

ST LOUIS, MO 63121

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

(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		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)			
Common Stock	01/31/2006		D		12,475	D	0	D	
Common Stock	01/31/2006		D		1,503	D	0	I	By ESOP

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (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 or Number of Shares
Option to Purchase	\$ 12.711	01/31/2006		D	60,000	07/24/2002	07/23/2007	Common	60,000
Option to Purchase	\$ 29.458	01/31/2006		D	22,500	10/28/2003	10/27/2008	Common	22,500
Option to Purchase	\$ 36.833	01/31/2006		D	22,500	07/15/2004	07/15/2009	Common	22,500
Option to Purchase	\$ 35.57	01/31/2006		D	60,000	07/06/2005	07/05/2010	Common	60,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LANDMANN STEVEN J
C/O ENGINEERED SUPPORT SYSTEMS INC
201 EVANS LANE
ST LOUIS, MO 63121

Sr. VP, Cont. & CAO

Signatures

/s/ Daniel Kreher, attorney

in fact

02/02/2006

**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) Disposed of pursuant to Agreement and Plan of Merger between issuer and DRS Technologies, Inc. in exchange for \$30.10 in cash and .2628 shares of DRS common stock having a value of \$49.425 per share on the effective date of the merger.

(2) This option was canceled pursuant to the Agreement and Plan of Merger between issuer and DRS Technologies, Inc. in exchange for \$21.22 in cash and .1853 shares of DRS common stock, representing the difference between the exercise price of the option and the merger consideration. The per share merger consideration was \$30.10 in cash and .2628 shares of DRS common stock having a market value of \$49.425 on the effective date of the merger.

(3)

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This option was canceled pursuant to the Agreement and Plan of Merger between issuer and DRS Technologies, Inc. in exchange for \$9.52 in cash and .0831 shares of DRS common stock, representing the difference between the exercise price of the option and the merger consideration.

- (4) This option was canceled pursuant to the Agreement and Plan of Merger between issuer and DRS Technologies, Inc. in exchange for \$4.37 in cash and .0382 shares of DRS common stock, representing the difference between the exercise price of the option and the merger consideration.

- (5) This option was canceled pursuant to the Agreement and Plan of Merger between issuer and DRS Technologies, Inc. in exchange for \$5.25 in cash and .0459 shares of DRS common stock, representing the difference between the exercise price of the option and the merger consideration.

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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