

ENGINEERED SUPPORT SYSTEMS INC  
 Form 4  
 February 02, 2006

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**POTTHOFF GERALD A**

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

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

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

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Vice Chairman & CEO**

**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 (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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	01/31/2006		D		2,940	D	0	D
Common Stock	01/31/2006		D		90,131	D	0	I

Gerald A. Potthoff Living Trust dated 6/23/97

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**

SEC 1474 (9-02)

**displays a currently valid OMB control number.**

**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
Option to Purchase	\$ 12.711	01/31/2006		D		788,907	07/24/2002 07/23/2007	Common	788,900
Option to Purchase	\$ 29.458	01/31/2006		D		22,500	10/28/2003 10/27/2008	Common	22,500
Option to Purchase	\$ 31.747	01/31/2006		D		22,500	09/16/2004 09/15/2009	Common	22,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
POTTHOFF GERALD A C/O ENGINEERED SUPPORT SYSTEMS INC 201 EVANS LANE ST LOUIS, MO 63121	X		Vice Chairman & CEO	

## 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) 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.

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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
- (4) \$7.92 in cash and .0692 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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