

ELECTRO SENSORS INC  
Form SC 13D/A  
November 21, 2013

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Schedule 13D**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 1)\***

Electro-Sensors, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

285233 10 3

(CUSIP Number)

Nancy P. Peterson

805 Main Street

Hopkins, MN 55343

612-865-0154

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

November 19, 2013

(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 that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13(d)-1(g), check the following box.

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP

No. 285233

10 3

Names of reporting  
persons

S.S. or I.R.S.  
Identification No. of  
above persons

1

Nancy P. Peterson

Check

the

appropriate

box if a

member (a)

of a

group (b)

(see

instructions)

2

SEC use only

3

Source of funds (see  
instructions)

4

PF

Check if  
disclosure

of legal

proceedings

is

5

required  
pursuant  
to items  
2(d) or  
2(e)

6 Citizenship or place  
of organization

U.S.A.

Number  
of

Sole voting  
power

shares <sup>7</sup>

**1,754,464**

beneficially

owned  
by <sup>8</sup>

Shared voting  
power

0

each

reporting  
<sup>9</sup>

Sole  
dispositive  
power

person  
with

**1,754,464**

Shared  
dispositive  
power

10

0

Aggregate amount  
beneficially owned by  
each reporting person

11

**1,754,464**

12 Check  
box if the  
aggregate  
amount  
in row  
(11)  
excludes  
certain  
shares

(See  
instructions)

13 Percent of class  
represented by  
amount in row (11)

14 **51.7%**  
Type of reporting  
person (See  
instructions)

IN

Reference is hereby made to the statement on Schedule 13D of Nancy P. Peterson (the "Reporting Person") originally filed with the Securities and Exchange Commission on March 13, 2011 with respect to the ownership of Electro-Sensors, Inc. (the "Company") (the "Schedule 13D"), which is incorporated herein by reference. Pursuant to this Amendment No. 1 to Schedule 13D, Item 5 of the Schedule 13D is hereby amended as follows:

Item 5. Interest in Securities of the Issuer.

(a) Aggregate number and percentage of class beneficially owned:

As of November 19, 2013, the Reporting Person owns 1,754,464 shares of common stock of the Company. Based on calculations made in accordance with Rule 13d-3(d), the Reporting Person may be deemed the beneficial owner of 51.7% of the Company's common stock. This calculation is based on 3,394,707 shares of common stock outstanding, as of November 11, 2013, reported in the Company's Quarterly Report for the quarterly period ended September 30, 2013 filed with the Commission on November 12, 2013.

(b) Voting and Dispositive Power:

The Reporting Person has sole voting and dispositive power over 1,754,464 shares that may be deemed to be beneficially owned by her as of November 19, 2013.

(c) Transactions within the past 60 days:

The Reporting Person acquired a total of 487,913 shares of common stock on November 19, 2013 in a private transaction with the individuals and entities listed below at a price \$3.92 per share:

<b>Individual/Entity</b>	<b>Shares</b>
Nicholas J. Swenson (an Individual)	409,781
Groveland Hedged Credit Master Fund Ltd., a Delaware corporation wholly owned by Nicholas J. Swenson.	52,265
Glenhurst Co., a Minnesota corporation wholly owned by Nicholas J. Swenson.	25,867

All these shares were purchased by the Nancy P. Peterson Individual Retirement Account.

(d) Right to Direct the Receipt of Dividends:

Not applicable.

(e) Date on Which Reporting Person Ceased to be a 5% Holder:

Not applicable.

Item 7. Material to Be Filed as Exhibits.

None.

SIGNATURE

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 20, 2013

Name:     /s/ Nancy P. Peterson

Nancy P. Peterson