#### ROCKWELL RICHARD D

Form 4

December 21, 2010

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### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

**OMB APPROVAL** 

3235-0287

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obligations

Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Middle)

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* ROCKWELL RICHARD D

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

Henry Bros. Electronics, Inc. [HBE]

(Check all applicable)

C/O PROFESSIONAL SECURITY

(First)

3. Date of Earliest Transaction

(Month/Day/Year) 09/02/2010

\_X\_\_ Director Officer (give title below)

X\_\_ 10% Owner \_ Other (specify

**TECHNOLOGIES, 43 RIVER ROAD** 

> (Street) 4. If Amendment, Date Original

(4)

Filed(Month/Day/Year) Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

NUTLEY, NJ 07110

(City)	(State)	(Zip) Ta	ble I - Non	-Derivative Se	ecuriti	ies Acq	uired, Disposed	of, or Benefic	cially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities a coror Disposed of (Instr. 3, 4 an	of (D) d 5) (A) or		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)
Common Stock	09/02/2010		A	75,000 (1) (2)	(D)	Price (1)	2,217,416	I	By Professional Security Technologies LLC ("PST")
Common Stock	12/15/2010		A	75,000 <u>(2)</u> <u>(3)</u>	A	<u>(1)</u>	2,292,416	I	By PST
Common Stock	12/15/2010		D	2,142,416 (4)	D	\$ 8.2	150,000	D	

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Common Stock 12/15/2010 D  $\frac{150,000}{\frac{(2)}{(4)}}$  D  $\frac{\$}{8.2}$  0 I By PST

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.

SEC 1474

(9-02)

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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 3. Transaction Date 3A. Deemed 5. 6. Date Exercisable and 7. Title and 8. Price of Derivative Conversion (Month/Day/Year) Execution Date, if TransactionNumber **Expiration Date** Amount of Derivative (Month/Day/Year) Underlying Security Security or Exercise Code (Instr. 3) Price of (Month/Day/Year) (Instr. 8) Derivative Securities (Instr. 5) Derivative Securities (Instr. 3 and 4) Security Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Amount Date Expiration Title Number Exercisable Date of Shares Code V (A) (D)

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

ROCKWELL RICHARD D C/O PROFESSIONAL SECURITY TECHNOLOGIES 43 RIVER ROAD NUTLEY, NJ 07110

### X X

### **Signatures**

Richard D. 12/21/2010 Rockwell

\*\*Signature of Date
Reporting Person

## **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) PST sold assets to the Issuer, consisting principally of a customer list of existing and targeted potential PST customers and PST's assignment of its rights under a dealer agreement with a national equipment supplier pursuant to which the Company will be authorized to

Reporting Owners 2

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sell certain supplier products. The total consideration expected to be paid to PST for the assets is \$1,062,811, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed with the SEC on November 12, 2010, payable by a cash payment payable at the closing, commissions on sales arising from the sale of supplier products and/or 150,000 shares of the Issuer's common stock to be delivered as follows: 75,000 shares of the Issuer's common stock upon execution of the Asset Purchase Agreement between PST and the Issuer and the remaining 75,000 shares if the assets meet certain revenue targets or in the event of a change in control of the Issuer. The Asset Purchase Agreement was executed on September 2, 2010.

- The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the (2) inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.
- (3) These shares were acquired pursuant to an Asset Purchase Agreement, dated as of September 2, 2010, between PST and the Issuer, in connection with a change in control of the Issuer that occurred on December 15, 2010.
- Disposed of pursuant to that certain Agreement and Plan of Merger, dated as of October 5, 2010, by and among Kratos Defense & Security Solutions, Inc., a Delaware corporation, Hammer Acquisition Inc., a Delaware corporation and the Issuer, as amended, whereby holders of the Issuer's common stock are entitled to receive \$8.20 per share, without interest, for each share of common stock they hold.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.