

Edgar Filing: PRO DEX INC - Form SC 13G/A

4 Citizenship or Place of Organization
 California
 5 Sole Voting Power
 227,507
NUMBER OF 6 Shared Voting Power
SHARES
BENEFICIALLY -0-
OWNED BY EACH
REPORTING 7 Sole Dispositive Power
PERSON WITH 227,507
 8 Shared Dispositive Power
 -0-

9 Aggregate Amount Beneficially Owned by each Reporting
Person
 227,507

10 Check Box if the Aggregate Amount in Row (9) Excludes
Certain Shares* []

11 Percent of Class Represented by Amount in Row 9
 2.4%

12 Type of Reporting Person*
 OO, IA

CUSIP No. 74265M106 SCHEDULE 13G Page 3 of 7

1 Name of Reporting Person Glacier Partners
 IRS Identification No. of Above Person 56-2058405

2 Check the Appropriate Box if a Member of a Group
 (a) []
 (b) []

3 SEC USE ONLY

4 Citizenship or Place of Organization
 California
 5 Sole Voting Power
 227,507
NUMBER OF 6 Shared Voting Power
SHARES
BENEFICIALLY -0-

Edgar Filing: PRO DEX INC - Form SC 13G/A

OWNED BY EACH
REPORTING PERSON WITH

| | |
|---|--------------------------|
| 7 | Sole Dispositive Power |
| | 227,507 |
| 8 | Shared Dispositive Power |
| | -0- |

9 Aggregate Amount Beneficially Owned by each Reporting Person

227,507

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares* []

11 Percent of Class Represented by Amount in Row 9

2.4%

12 Type of Reporting Person*

HC, PN

CUSIP No. 74265M106 SCHEDULE 13G Page 4 of 7

1 Name of Reporting Person H. Peter Castellanos
IRS Identification No. of Above Person

2 Check the Appropriate Box if a Member of a Group

| | |
|-----|-----|
| (a) | [] |
| (b) | [] |

3 SEC USE ONLY

4 Citizenship or Place of Organization

United States

| | |
|---|---------------------|
| 5 | Sole Voting Power |
| | 227,507 |
| 6 | Shared Voting Power |
| | -0- |

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

| | |
|---|--------------------------|
| 7 | Sole Dispositive Power |
| | 227,507 |
| 8 | Shared Dispositive Power |
| | -0- |

9 Aggregate Amount Beneficially Owned by each Reporting Person

Edgar Filing: PRO DEX INC - Form SC 13G/A

227,507

10 Check Box if the Aggregate Amount in Row (9) Excludes
Certain Shares* []

11 Percent of Class Represented by Amount in Row 9

2.4%

12 Type of Reporting Person*

OO, IN

CUSIP No. 74265M106 SCHEDULE 13G Page 5 of 7

Item 1(a). Name of Issuer.

Pro-Dex, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices.

151 E. Columbine Avenue, Santa Ana, California 92707

Item 2(a). Names of Persons Filing.

Glacier Asset Management, L.L.C., Glacier Partners, and H. Peter Castellanos.

Item 2(b). Address of Principal Business Office or, if none, Residence.

The office address for Glacier Asset Management, L.L.C., Glacier Partners, and H. Peter Castellanos is 501 Chapala Street, Suite D, Santa Barbara, CA 93101

Item 2(c). Citizenship.

Glacier Asset Management, L.L.C. is a California limited liability company, Glacier Partners is a California limited partnership, and H. Peter Castellanos is a United States citizen.

Item 2(d). Title of Class of Securities.

Common stock, no par value

Item 2(e). CUSIP Number.

74265M106

Item 3. If this statement is filed pursuant to 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a) [] Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b) [] Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(c) [] Insurance company as defined in section 3(a)(19) of

Edgar Filing: PRO DEX INC - Form SC 13G/A

the Act (15 U.S.C. 78c).

(d) Investment company registered under section 8 of the Investment Company act of 1940 (15 U.S.C. 80a-8).

(e) An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E).

CUSIP No. 74265M106 SCHEDULE 13G Page 6 of 7

(f) An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F).

(g) A parent holding company or control person in accordance with 240.13b-1(b)(1)(ii)(G).

(h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).

(i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company act of 1940 (15 U.S.C. 80a-3).

(j) Group, in accordance with 240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Reference is made hereby made to Items 5-9 and 11 of page two (2), three (3) and four (4) of this Schedule 13G, which Items are incorporated by reference herein.

Item 5. Ownership of Five Percent or Less of a Class.

If statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

CUSIP No. 74265M106 SCHEDULE 13G Page 7 of 7

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Edgar Filing: PRO DEX INC - Form SC 13G/A

Item 10. Certification.

By signing below, Glacier Asset Management, L.L.C., Glacier Partners, and H. Peter Castellanos certify that, to the best of their knowledge and belief, the securities referred to above on page two (2), three (3), and four(4) respectively, of this Schedule 13G were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Signature

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: July 25, 2005

Glacier Asset Management, L.L.C.,

/s/ H. Peter Castellanos

By: H. Peter Castellanos
its: Managing Member

DATED: July 25, 2005

Glacier Partners

/s/ H. Peter Castellanos

By: H. Peter Castellanos, managing member
of its general partner

DATED: July 25, 2005

H. Peter Castellanos

/s/ H. Peter Castellanos

By: H. Peter Castellanos