SASLOW SEYMOUR Form 4 March 13, 2003

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

|_| Check this box if no longer subject to Section 16. Form 4 or Form 5
obligations may continue. See Instruction 1(b).

| (Print of Type Responses) | | |
|---|-----------------------|--|
| 1. Name and Address of Rep | orting Person* | |
| Saslow | Seymour | |
| (Last) | (First) | (Middle) |
| | 199 Caroline Stree | et |
| | (Street) | |
| Saratoga Springs | NY | 12866 |
| (City) | (State) | (Zip) |
| | | |
| 2. Issuer Name and Ticker | or Trading Symbol | |
| Espey | Mfg. & Electronics (| Corp. ESP |
| 3. I.R.S. Identification N | umber of Reporting Pe | erson, if an entity (voluntary) |
| | | |
| 4. Statement for Month/Day | /Year | |
| | March 2003 | |
| 5. If Amendment, Date of O | riginal (Month/Day/Ye | ear) |
| | | |
| 6. Relationship of Reporti (Check all applicable) | ng Person(s) to Issue | er |
| X Director _ Officer (give titl | | _ 10% Owner _ Other (specify below) |
| | | |

^{7.} Individual or Joint/Group Filing (Check Applicable line)

|X| Form Filed by One Reporting Person

 $|_|$ Form Filed by More than One Reporting Person

Table I -- Non-Derivative Securities Acquired, Disposed of,

or Beneficially Owned

| | action Date | 2A. Deemed Execution Date, if any (mm/dd/yy) | Code | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | |
|---------------------------------|----------------|--|------|---|---|-------|-----------|--|
| 1. Title of Security (Instr. 3) | | | | | | (A) | (A) or | |
| | | | Code | V | Amount | (D) | Price | |
| | | | | | | | | |
| | 3/13/03 | | J | | 6926 | | \$18.50 | |
| | 3/13/03 | | | | 418 | D | \$18.50 | |
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FORM 4 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | Secur- | 3. Trans- action Date (mm/dd/ | any (mm/dd/ | Code (Instr. 8) | | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) Amount or | |
|--------------------------------------|---------|-------------------------------|----------------|-----------------------|---------|-----|--|--------|--|--------------|
| Derivative Security | | | | | 4 and | | Exer- | | T:+1- | Number of |
| (Instr. 3) | ity | уу) | уу) | Code V | (A) | (D) | cisable | Date | Title | Shares |
| | | | | | | | | | | |
| Stock Option | 17.95 | 3/1/01 | | | | | 3/1/03 | 3/1/11 | Common Stock | |
| Stock Option | 19.85 | 3/1/02 | | | | | 3/1/04 | 3/1/12 | Common Stock | |
| Stock Option | 18.50 | 3/4/03 | | | | | 3/4/05 | 3/4/13 | Common Stock | |
| | | | | | | | | | | |
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| Explanation of Responses: | | | | | | | | | | |
| J-Retirement distribution from ESOP. | | | | | | | | | | |
| /s/Seymour S | | | | | | | March 13 | | | |

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

**Signature of Reporting Person

* If the form is filed by more than one reporting person, see Instruction

Date

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).

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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