

PRO DEX INC  
Form 8-K  
May 14, 2009

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

FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 OR 15(d) of the  
Securities Exchange Act of 1934

Date of Report  
(Date of earliest event reported)  
May 14, 2009

PRO-DEX, INC.  
(Exact name of registrant as specified in its charter)

COLORADO  
(State or other  
jurisdiction of  
incorporation)

0-14942  
(Commission File Number)

84-1261240  
(I.R.S. Employer  
Identification Number)

2361 McGaw Avenue, Irvine, California 92614  
(Address of principal executive offices, zip code)

(949) 769-3200  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions ( see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 14, 2009

PRO-DEX, Inc (Registrant)

By:

/s/ Mark P. Murphy  
Mark P. Murphy  
Chief Executive Officer

INDEX TO EXHIBITS

Exhibit Number	Description
99.1	Press Release dated May 14, 2009