

Healy Jeremiah M  
 Form 4/A  
 January 28, 2009

**FORM 4**

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

OMB APPROVAL

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Healy Jeremiah M

2. Issuer Name and Ticker or Trading Symbol  
 LGL GROUP INC [LGL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O THE LGL GROUP, INC., 2525 SHADER ROAD

3. Date of Earliest Transaction (Month/Day/Year)  
 12/24/2007

Director  10% Owner  
 Officer (give title below)  Other (specify below)

(Street)

ORLANDO, FL 32804

4. If Amendment, Date Original Filed(Month/Day/Year)  
 01/23/2008

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	12/24/2007		D <sup>(1)</sup>	3,750 D \$ 0	6,250	D	
Common Stock	01/22/2008		A	1,250 A \$ 0	7,500	D <sup>(2)</sup>	

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

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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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Healy Jeremiah M C/O THE LGL GROUP, INC. 2525 SHADER ROAD ORLANDO, FL 32804		X		

## Signatures

/s/ Harold Castle,  
Attorney-In-Fact

01/28/2009

\_\_Signature of Reporting Person

Date

## 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).

- The shares were unvested shares of common stock granted to Mr. Healy under the Company's 2001 Equity Incentive Plan, as amended
- (1) (the "Plan"). In accordance with the Plan, such shares were forfeited following the end of Mr. Healy's employment as President and Chief Executive Officer of the Company.
  - (2) Consists of 1,250 shares of restricted stock that vest as follows: 313 shares on March 31, 2008, 313 shares on June 30, 2008, 312 shares on September 30, 2008 and 312 shares on December 31, 2008.

### Remarks:

Amendment filed solely to include the power of attorney as an exhibit.

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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