

ZEFF DANIEL
Form 4
April 27, 2006

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 *
ZEFF DANIEL

(Last) (First) (Middle)

50 CALIFORNIA STREET, SUITE 1500

(Street)

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ELECTRO SENSORS INC [ELSE]

3. Date of Earliest Transaction
(Month/Day/Year)
04/25/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock ⁽¹⁾ | 04/25/2006 | | P | | 106 ⁽²⁾ \$ 6.61 | I | See Footnote ⁽²⁾ |
| Common Stock ⁽¹⁾ | 04/25/2006 | | P | | 106 ⁽²⁾ \$ 6.7 | I | See Footnote ⁽²⁾ |
| Common Stock ⁽¹⁾ | 04/25/2006 | | P | | 427 ⁽²⁾ \$ 6.74 | I | See Footnote ⁽²⁾ |
| Common Stock ⁽¹⁾ | 04/25/2006 | | P | | 16,941 ⁽²⁾ \$ 6.75 | I | See Footnote |

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| | | | | | | | | (2) |
|-------------------------|------------|---|-------------------|---|---------|---------|---|-------------------------|
| Common Stock <u>(1)</u> | 04/25/2006 | P | 1,068 <u>(2)</u> | D | \$ 6.76 | 171,238 | I | See Footnote <u>(2)</u> |
| Common Stock <u>(1)</u> | 04/25/2006 | P | 14,815 <u>(2)</u> | D | \$ 6.8 | 156,423 | I | See Footnote <u>(2)</u> |
| Common Stock <u>(1)</u> | 04/25/2006 | P | 1,068 <u>(2)</u> | D | \$ 6.81 | 155,355 | I | See Footnote <u>(2)</u> |
| Common Stock <u>(1)</u> | 04/25/2006 | P | 1,441 <u>(2)</u> | D | \$ 6.85 | 153,914 | I | See Footnote <u>(2)</u> |
| Common Stock <u>(1)</u> | 04/25/2006 | P | 3,554 <u>(2)</u> | D | \$ 6.9 | 150,360 | I | See Footnote <u>(2)</u> |
| Common Stock <u>(1)</u> | 04/25/2006 | P | 53 <u>(2)</u> | D | \$ 6.91 | 150,307 | I | See Footnote <u>(2)</u> |
| Common Stock <u>(1)</u> | 04/25/2006 | P | 1,602 <u>(2)</u> | D | \$ 6.95 | 148,705 | I | See Footnote <u>(2)</u> |
| Common Stock <u>(1)</u> | 04/25/2006 | P | 267 <u>(2)</u> | D | \$ 6.96 | 148,438 | I | See Footnote <u>(2)</u> |

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

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(9-02)

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. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|--------------------------------------------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or |

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Section 16 or for any other purposes. Each of Holding and Capital disclaims beneficial ownership over all shares held by Spectrum.

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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