

Edgar Filing: PENN ENGINEERING & MANUFACTURING CORP - Form 4/A

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

* If the form is filed by more than one reporting person, see Instruction 4(b) (v).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number

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

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

1. Title of Security (Instr. 3)	2. Trans- action Date (mm/dd/yy)	2A. Deemed Execution Date, if any (mm/dd/yy)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			Price In
			Code	V	Amount	(A) or (D)		
Class A Common Stock, \$.01 par value	--	--	--	--	--	--	--	
Class A Common Stock, \$.01 par value	--	--	--	--	--	--	--	
Class A Common Stock, \$.01 par value	--	--	--	--	--	--	--	
Class A Common Stock, \$.01 par value	--	--	--	--	--	--	--	
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Common Stock, \$.01 par value	--	--	--	--	--	--	--	1,
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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)

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1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (mm/dd/ yy)	3A. Deemed Execut- ion Date if any (mm/dd/ yy)	4. Trans- action Code (Instr. 8) ----- Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares
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Directors Stock Option Plan (Right to Buy)	\$11.70	12/5/02		A	10,000	12/5/03 12/5/12	Common Stock 10,000
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Directors Stock Option Plan (Right to Buy)	\$11.70	12/5/02		A	10,000	12/5/04 12/5/12	Common Stock 10,000
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Directors Stock Option Plan (Right to Buy)	\$11.70	12/5/02		A	10,000	12/5/05 12/5/12	Common Stock 10,000
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Directors
Stock
Option

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Plan (Right to Buy)	\$11.70	12/5/02	A	10,000	12/5/06	12/5/12	Common Stock	10,000
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Explanation of Responses:

- (1) Shares held in Trust under Will of Gladys A. Swanstrom, of which Reporting Person is a trustee.
- (2) Shares held in Trust under Will of Klas A. Swanstrom, of which Reporting Person is a trustee.
- (3) Shares held in Trust under Will of Klas A. Swanstrom, of which Reporting Person is a trustee.
- (4) These stock options were granted pursuant to Rule 16b-3 under the Company's 1999 Stock Option Plan.

/s/ Kenneth A. Swanstrom

March 14, 2003

**Signature of Reporting Person

Date

** 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.