

MARTIN STEPHANIE A
Form 4
October 28, 2005

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 *
MARTIN STEPHANIE A

(Last) (First) (Middle)
2400 EAST GANSON STREET
(Street)

JACKSON, MI 49202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SPARTON CORP [SPA]

3. Date of Earliest Transaction (Month/Day/Year)
10/27/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Senior Vice President

6. 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

| 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 (A) or (D) Price | | |
| Common Stock | 10/27/2005 | | M | | 1,447 (1) 7.34 (1) | D | |
| Common Stock | 10/27/2005 | | M | | 550 (1) 7.19 (1) | D | |

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (Right to Purchase) | \$ 7.19 ⁽¹⁾ | 10/27/2005 | | M | 550 ⁽¹⁾ | ⁽²⁾ 04/25/2013 | Common Stock | 1,103 ⁽¹⁾ |
| Employee Stock Option (Right to Purchase) | \$ 7.34 ⁽¹⁾ | 10/27/2005 | | M | 1,447 ⁽¹⁾ | ⁽³⁾ 08/23/2007 | Common Stock | 2,894 ⁽¹⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MARTIN STEPHANIE A 2400 EAST GANSON STREET JACKSON, MI 49202 | | | Senior Vice President | |

Signatures

Richard L. Langley pursuant to Special Power of Attorney executed by Stephanie A. Martin 10/27/2005

⁽¹⁾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).
- (1) The exercise price and number of shares have been adjusted, as applicable, to reflect the 5% stock dividends paid by the Issuer on February 18, 2003, December 19, 2003 and December 15, 2004.
- (2) The stock options are exercisable in four equal cumulative annual installments, commencing on 4/25/04
- (3) The stock options are exercisable in four equal cumulative annual installments, commencing on 8/23/03
- (4) The stock option was granted pursuant to an employee stock incentive plan and for no consideration other than services as an employee.

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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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