

SIMON MARK W
Form 4
December 30, 2002

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response...0.5

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

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**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**

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

<p>1. Name and Address of Reporting Person*</p> <p>Simon, Mark W. _____ <i>(Last) (First) (Middle)</i></p> <p>c/o Penn Engineering & Manufacturing Corp. 5190 Old Easton Road _____ <i>(Street)</i></p> <p>Danboro, PA 18916 _____ <i>(City) (State) (Zip)</i></p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p>Penn Engineering & Manufacturing Corp. (PNN) & (PNNA) _____</p> <p>4. Statement for Month/Day/Year</p> <p>December 5, 2002 _____</p> <p>6. Relationship of Reporting Person(s) to Issuer (Check All Applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <i>(give title below)</i></p> <p><input type="checkbox"/> Other <i>(specify below)</i></p> <p>Sr. Vice President Finance/CFO _____</p>	<p>3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)</p> <p>_____</p> <p>5. If Amendment, Date of Original (Month/Day/Year)</p> <p>_____</p> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form Filed by One Reporting Person</p> <p><input type="checkbox"/> Form Filed by More than One Reporting Person</p>
---	---	---

Edgar Filing: SIMON MARK W - Form 4

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).

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

1. Title of Security <i>(Instr. 3)</i>	2. Transaction Date <i>(Month/Day/Year)</i>	2A. Deemed Execution Date, if any <i>(Month/Day/Year)</i>	3. Transaction Code <i>(Instr. 8)</i>	4. Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) <i>(Instr. 3 and 4)</i>	6. Ownership Form: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	7. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
---	--	--	--	---	---	--	---

			Code V	Amount	(A) or (D)	Price		
--	--	--	--------	--------	------------	-------	--	--

Common Stock, \$.01 par value						4,524.355(1)	D	
-------------------------------	--	--	--	--	--	--------------	---	--

Common Stock, \$.01 par value						1,000	D	
-------------------------------	--	--	--	--	--	-------	---	--

Common Stock, \$.01 par value						189.234	I	By daughter
-------------------------------	--	--	--	--	--	---------	---	-------------

Class A Common Stock, \$.01 par value						200	D	
---------------------------------------	--	--	--	--	--	-----	---	--

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)		
					Code V	(A)	(D)
Employee Stock Option (right to buy)	\$11.70	12/5/02		A		7,500	
Employee Stock Option (right to buy)	\$11.70	12/5/02		A		7,500	
Employee Stock Option (right to buy)	\$11.70	12/5/02		A		7,500	
Employee Stock Option (right to buy)	\$11.70	12/5/02		A		7,500	

Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned Continued
(e.g., puts, calls, warrants, options, convertible securities)

6. Date Exercisable and Expiration Date <i>(Month/Day/Year)</i>	7. Title and Amount of Underlying Securities <i>(Instr. 3 and 4)</i>	8. Price of Derivative Security <i>(Instr. 5)</i>	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) <i>(Instr. 4)</i>	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	11. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>	
Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
12/5/03	12/5/12	Common Stock	7,500	(2)	7,500	D
12/5/04	12/5/12	Common Stock	7,500	(2)	7,500	D
12/5/05	12/5/12	Common Stock	7,500	(2)	7,500	D
12/5/06	12/5/12	Common Stock	7,500	(2)	7,500	D

Explanation of Responses:

- (1) Reflects shares purchased under the Penn Engineering & Manufacturing Corp. Stock Purchase Plan.
- (2) These stock options were granted pursuant to Rule 16b-3 under the Company's 1999 Stock Option Plan.

_____ /s/Mark W. Simon	_____ December 5, 2002
**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.