

ESSEX CORP
Form 4
January 26, 2007

FORM 4

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

OMB APPROVAL

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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 *
MOODISPAW LEONARD E

(Last) (First) (Middle)
6708 ALEXANDER BELL ROAD
(Street)

COLUMBIA, MD 21046

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ESSEX CORP [KEYW]

3. Date of Earliest Transaction (Month/Day/Year)
01/25/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President, CEO and Chairman

6. 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. 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) Price			
Common Stock	01/25/2007		D	V Amount (D) \$ 24 (1)	0	D	
Common Stock	01/25/2007		D	V Amount (D) \$ 24 (1)	0	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)	
					V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Employee Stock Option	\$ 3.61	01/25/2007		D		30,000	<u>(2)</u>	05/18/2013	Common Stock	30,000
Employee Stock Option	\$ 2.36	01/25/2007		D		30,000	<u>(2)</u>	11/12/2012	Common Stock	30,000
Non Qualified Employee Stock Option	\$ 6.07	01/25/2007		D		25,000	<u>(2)</u>	10/02/2011	Common Stock	25,000
Non Qualified Employee Stock Option	\$ 2.04	01/25/2007		D		100,000	<u>(2)</u>	09/05/2010	Common Stock	100,000
Employee Stock Option	\$ 1	01/25/2007		D		45,000	<u>(2)</u>	04/12/2009	Common Stock	45,000
Non Qualified Employee Stock Option	\$ 1	01/25/2007		D		75,000	<u>(2)</u>	06/08/2008	Common Stock	75,000
Non Qualified Employee Stock Option	\$ 3	01/25/2007		D		30,000	<u>(2)</u>	01/30/2007	Common Stock	30,000
Non Qualified Employee Stock Option	\$ 3.96	01/25/2007		D		60,000	<u>(2)</u>	01/22/2011	Common Stock	60,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOODISPAW LEONARD E 6708 ALEXANDER BELL ROAD COLUMBIA, MD 21046	X		President, CEO and Chairman	

Signatures

Leonard E.

Moodispaw

01/26/2007

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) Disposed of pursuant to merger agreement between Essex Corporation and Northrop Grumman Corporation for \$24 per share in cash on the effective date of the merger.
- (2) These options were cancelled in the merger in exchange for a total cash payment of \$8,497,550.00, representing the difference between the exercise prices of the options and the per share cash consideration in the merger (\$24 per share).

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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