

WINLAND ELECTRONICS INC

Form 8-K

May 13, 2005

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

**FORM 8-K**

**Current Report Pursuant to Section 13 or 15(d)  
Of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **May 10, 2005**

**WINLAND ELECTRONICS, INC.**

(Exact name of registrant as specified in its charter)

**Minnesota**

(State or Other Jurisdiction of Incorporation)

**1-15637**

(Commission File Number)

**41-0992135**

(IRS Employer  
Identification No.)

**1950 Excel Drive**

**Mankato, Minnesota 56001**

(Address of Principal Executive Offices) (Zip Code)

**(507) 625-7231**

(Registrant's telephone number, including area code)

Not Applicable

(Former Name or Former Address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



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Form of Nonqualified Stock Option Agreement

Form of Restricted Stock Agreement

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**Item 1.01 Entry into a Material Definitive Agreement.**

On May 10, 2005, the shareholders of Winland Electronics, Inc. (the Company ) approved the 2005 Equity Incentive Plan, which provides for the issuance of up to 400,000 shares of the Company's Common Stock. A copy of the plan and forms of agreements to be used under the plan are attached hereto as exhibits.

**Item 9.01 Financial Statements and Exhibits.**

(a) Financial statements: None.

(b) Pro forma financial information: None.

(c) Exhibits:

10.1 2005 Equity Incentive Plan

10.2 Form of Incentive Stock Option Agreement under the 2005 Equity Incentive Plan

10.3 Form of Nonqualified Stock Option Agreement under the 2005 Equity Incentive Plan

10.4 Form of Restricted Stock Agreement under the 2005 Equity Incentive Plan

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: May 12, 2005

WINLAND ELECTRONICS, INC.

By         /s/ Lorin E. Krueger        

Lorin E. Krueger  
President and Chief Executive Officer

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**EXHIBIT INDEX TO FORM 8-K**

Date of Report:  
May 10, 2005

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WINLAND ELECTRONICS, INC.

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EXHIBIT NO.	ITEM
10.1	2005 Equity Incentive Plan
10.2	Form of Incentive Stock Option Agreement under the 2005 Equity Incentive Plan
10.3	Form of Nonqualified Stock Option Agreement under the 2005 Equity Incentive Plan
10.4	Form of Restricted Stock Agreement under the 2005 Equity Incentive Plan