

FABIANO ANTHONY R  
 Form 4  
 December 09, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**FABIANO ANTHONY R**

2. Issuer Name and Ticker or Trading Symbol  
**AMERICAN SCIENCE & ENGINEERING INC [ASEI]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**C/O AMERICAN SCIENCE & ENGINEERING, INC., 829 MIDDLESEX TURNPIKE**

3. Date of Earliest Transaction (Month/Day/Year)  
**12/07/2009**

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

(Street)  
**BILLERICA, MA 01821**

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/07/2009		M		16,106	A	\$ 39.06
							122,704 <sup>(1)</sup>
Common Stock	12/07/2009		S		16,106	D	\$ 70.3248
							106,598 <sup>(1)</sup>
							<sup>(2)</sup>

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

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SEC 1474 (9-02)

number.

**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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				
Stock Options	\$ 39.06	12/07/2009		M	16,106	12/02/2005	12/02/2014	Common Stock	16,106

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FABIANO ANTHONY R C/O AMERICAN SCIENCE & ENGINEERING, INC. 829 MIDDLESEX TURNPIKE BILLERICA, MA 01821	X		President and CEO	

## Signatures

Michelle Bielunis,  
Attorney-in-Fact

12/09/2009

\_\_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 Form 4 filed on June 12, 2008 and subsequent Forms 4 inadvertently included an additional 481 shares in the Amount of Securities Beneficially Owned Following Reported Transaction(s) column (column 5), which error has been corrected in column 5 of this filing.
- (2) The shares of common stock were sold in multiple open market transactions at a price ranging from a low of \$69.56 to a high of \$71.05 for an average of \$70.3248 per share.
- (3) The Form 4 filed on June 13, 2007 and subsequent Forms 4 inadvertently omitted 12,781 stock options in the Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (column 9), which error has been corrected in column 9 of this filing.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.