

Power James W  
Form 4  
November 16, 2010

**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 \*  
Power James W

2. Issuer Name and Ticker or Trading Symbol  
Henry Bros. Electronics, Inc. [HBE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

Director  10% Owner  
 Officer (give title below)  Other (specify below)

C/O HENRY BROS.  
ELECTRONICS, INC

11/12/2010

(Street)

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

FAIR LAWN, NJ 07410

(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 Ownership (Instr. 4)
				Code	V Amount or Price			
Common Stock	11/12/2010		M	2,000	A \$ 6.08	2,000	D	
Common Stock	11/12/2010		M	2,000	A \$ 3.33	4,000	D	
Common Stock	11/12/2010		M	2,000	A \$ 4.65	6,000	D	
Common Stock	11/12/2010		M	4,000	A \$ 5.6	10,000	D	
Common Stock	11/12/2010		M	2,000	A \$ 6.43	12,000	D	

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Common Stock 11/12/2010 M 2,000 A \$ 4 14,000 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)

**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
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 6.08	11/12/2010		M	2,000	02/15/2006	12/31/2010	Common Stock	2,000
Option (Right to Buy)	\$ 3.33	11/12/2010		M	2,000	11/01/2006	11/01/2011	Common Stock	2,000
Option (Right to Buy)	\$ 4.65	11/12/2010		M	2,000	09/11/2007	09/11/2012	Common Stock	2,000
Option (Right to Buy)	\$ 5.6	11/12/2010		M	4,000	08/13/2008	08/12/2013	Common Stock	4,000
Option (Right to Buy)	\$ 6.43	11/12/2010		M	2,000	05/13/2009	05/12/2014	Common Stock	2,000
Option (Right to Buy)	\$ 4	11/12/2010		M	2,000	05/12/2010	05/12/2015	Common Stock	2,000

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Power James W  
C/O HENRY BROS. ELECTRONICS, INC X  
FAIR LAWN, NJ 07410

## Signatures

/s/ James W.  
Power 11/16/2010

  Signature of                      Date  
Reporting Person

## 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).

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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