

Waytronx, Inc.
Form 4/A
June 10, 2008

FORM 4

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

OMB APPROVAL

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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 *
CLOUGH WILLIAM J

(Last) (First) (Middle)
600 NW 14 AVE., SUITE 100

(Street)

PORTLAND, OR US 97209

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Waytronx, Inc. [WYNX]

3. Date of Earliest Transaction
(Month/Day/Year)
06/04/2008

4. If Amendment, Date Original Filed(Month/Day/Year)
06/10/2008

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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)
			Code	V	Amount	(A) or (D)	Price
Common	06/04/2008		G ⁽¹⁾		250,000 <u>(1)</u>	D	\$ 0 <u>(5)</u>
Common	06/04/2008		G ⁽²⁾		379,104 <u>(2)</u>	D	\$ 0 <u>(5)</u>
							1,160,604
							781,500

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

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(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Warrant (3)	\$ 0.2	07/05/2006		J	500,000	06/04/2008	07/05/2011	common	500,000
Warrant (3)	\$ 0.2	07/05/2006		J	3,540,485	06/04/2008	07/05/2011	common	3,540,485

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CLOUGH WILLIAM J 600 NW 14 AVE., SUITE 100 PORTLAND, OR US 97209	X		President/CEO	

Signatures

/William J.
Clough/ 06/04/2008

**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) 125,000 shares were gifted to each of the two adult childred of the reporting person.
- (2) 379,104 shares were gifted to a family relative of the reporting person.
- (3) Restated to show extension of warrant execution and expiration date
- (4) Owned by two adult children of the reporting person.
- (5) this transaction was without any monetary consideration.

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.