ELECTRO SENSORS INC

Form 4

September 23, 2005

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **ZEFF DANIEL**

2. Issuer Name and Ticker or Trading Symbol

ELECTRO SENSORS INC [ELSE]

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(Middle)

(Check all applicable)

(First) 50 CALIFORNIA STREET, SUITE

(Street)

1500

3. Date of Earliest Transaction

(Month/Day/Year) 09/21/2005

Director Officer (give title below)

_X__ 10% Owner __ Other (specify

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Form filed by One Reporting Person X Form filed by More than One Reporting

SAN FRANCISCO, CA 94111

(City)	(State) (Z	Zip) Table	e I - Non-D	erivative (Secur	ities Acq	quired, Disposed o	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock (1)	09/21/2005		P	1,390 (2)	A	\$ 4.17	206,416	I	See Footnote (2)
Common Stock (1)	09/21/2005		P	57 (2)	A	\$ 4.2	206,473	I	See Footnote
Common Stock (1)	09/21/2005		P	2,845 (2)	A	\$ 4.25	209,318	I	See Footnote
Common Stock (1)	09/21/2005		P	1,053 (3)	A	\$ 4.17	161,848	I	See Footnote

								(3)
Common Stock (1)	09/21/2005	P	43 (3)	A	\$ 4.2	161,891	I	See Footnote (3)
Common Stock (1)	09/21/2005	P	2,155 (3)	A	\$ 4.25	164,046	I	See Footnote (3)
Common Stock (1)	09/22/2005	P	575 (2)	A	\$ 4.21	209,893	I	See Footnote (2)
Common Stock (1)	09/22/2005	P	57 (2)	A	\$ 4.26	209,950	I	See Footnote
Common Stock (1)	09/22/2005	P	2,788 (2)	A	\$ 4.31	212,738	I	See Footnote (2)
Common Stock (1)	09/22/2005	P	436 (3)	A	\$ 4.21	164,482	I	See Footnote (3)
Common Stock (1)	09/22/2005	P	43 (3)	A	\$ 4.26	164,525	I	See Footnote (3)
Common Stock (1)	09/22/2005	P	2,112 (3)	A	\$ 4.31	166,637	I	See Footnote (3)

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

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Exercisable Date

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable a	and 7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e	Securities	(Instr. 5)	Bene
	Derivative				Securities	3	(Instr. 3 and	4)	Own
	Security				Acquired				Follo
					(A) or				Repo
					Disposed				Trans
					of (D)				(Instr
					(Instr. 3,				
					4, and 5)				
				Code V	(A) (D)	Date Expira	tion Title Amou	nt	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

or

SEC 1474

(9-02)

Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting of their remarks are	Director	10% Owner	Officer	Other			
ZEFF DANIEL 50 CALIFORNIA STREET SUITE 1500 SAN FRANCISCO, CA 94111		X					
Zeff Holding Company, LLC 50 CALIFORNIA STREET SUITE 1500 SAN FRANCISCO, CA 94111		X					
Zeff Capital Partners I, L.P. 50 CALIFORNIA STREET SUITE 1500 SAN FRANCISCO, CA 94111		X					
Spectrum Galaxy Fund Ltd. 50 CALIFORNIA STREET SUITE 1500 SAN FRANCISCO, CA 94111		X					

Signatures

/s/ Daniel Zeff 09/23/2005

**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).
- (1) This Form 4 is being filed by Daniel Zeff, Spectrum Galaxy Fund Ltd. ("Spectrum"), Zeff Capital Partners I, L.P. ("Capital") and Zeff Holding Company, LLC ("Holding").
- This transaction was effected through Spectrum. Mr. Zeff provides discretionary investment management services to Zeff Capital Offshore Fund, a class of shares of Spectrum, a company incorporated in the British Virgin Islands. In accordance with Instruction 4(b)(iv) of Form 4, the entire amount of the Issuer's securities held by Spectrum is reported herein. Mr. Zeff disclaims, for purposes of Section 16 of the Securities Exchange Act of 1934, beneficial ownership of such securities, except to the extent of his indirect pecuniary interest therein, and this report shall not be deemed an admission that Mr. Zeff is the beneficial owner of such securities for purposes of Section 16 or for any other purposes. Each of Holding and Capital disclaims beneficial ownership over all shares held by Spectrum.
 - This transaction was effected through Capital. Mr. Zeff is the sole manager and member of Holding, which in turn serves as the general partner for Capital. In accordance with Instruction 4(b)(iv) of Form 4, the entire amount of the Issuer's securities held by Capital is
- (3) reported herein. Each of Mr. Zeff and Holding disclaims, for purposes of Section 16 of the Securities Exchange Act of 1934, beneficial ownership of such securities, except to the extent of its/his indirect pecuniary interest therein, and this report shall not be deemed an admission that any of Mr. Zeff or Holding is the beneficial owner of such securities for purposes of Section 16 or for any other purposes. Spectrum disclaims beneficial ownership over all shares held through Capital.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 3

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