

Henry Bros. Electronics, Inc.  
 Form 4  
 September 10, 2008

**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

(Last) (First) (Middle)

C/O HENRY BROS.  
 ELECTRONICS, INC., 17-01  
 POLLITT AVENUE

(Street)

FAIR LAWN, NJ 07410

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Henry Bros. Electronics, Inc. [HBE]

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

09/11/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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) |     |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
|                                 |                                      |  |                                | (A) or (D)  | Code  | V  | Amount                            | (D) | Price |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction of | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying | 8. De |
|------------------------|---------------|--------------------------------------|-------------------------------|-------------------|-------------------------|---|-----------------------------------|-------|
|------------------------|---------------|--------------------------------------|-------------------------------|-------------------|-------------------------|---|-----------------------------------|-------|

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| Security (Instr. 3)   | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | Securities (Instr. 3 and 4) | Se (In       |                            |
|-----------------------|--|----------------------|-----------------|---|------------------|-----------------------------|--------------|----------------------------|
|                       |  |                      | Code            | V (A) (D)   | Date Exercisable | Expiration Date             | Title        | Amount or Number of Shares |
| Option (right to buy) | \$ 4.65                                  | 09/11/2007           | A               | 2,000   | 09/11/2007       | 09/11/2012                  | common stock | 2,000                      |
| Option (right to buy) | \$ 5.6                                   | 08/13/2008           | A               | 4,000   | 08/13/2008       | 08/13/2013                  | common stock | 4,000                      |
| Option (right to buy) | \$ 6.08                                  |                      |                 |   | 02/24/2006       | 12/31/2010                  | common stock | 2,000                      |
| Option (right to buy) | \$ 3.33                                  |                      |                 |   | 11/01/2006       | 11/01/2011                  | common stock | 2,000                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Power James W<br>C/O HENRY BROS. ELECTRONICS, INC.<br>17-01 POLLITT AVENUE<br>FAIR LAWN, NJ 07410 | X             |           |         |       |

## Signatures

James W. Power 09/10/2008

\*\*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) The options were granted pursuant to the the Company's 2002 Stock Option Plan.

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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