

SUTRON CORP
Form SC 13D/A
December 06, 2006

OMB APPROVAL
OMB Number: 3235-0145
Expires: February 28, 2009
Estimated average burden
hours per response...15

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

SCHEDULE 13D/A

**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

Sutron Corporation
(Name of Issuer)

COMMON STOCK, \$.01 par value
(Title of Class of Securities)

869380105

(CUSIP Number)

Tamara R. Wagman
124 E. 4th Street
Tulsa, Oklahoma 74103
(918) 583-9922

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

November 16, 2006

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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.

CUSIP No. 869380105

NAMES OF REPORTING PERSONS:

1 Yorktown Avenue Capital, LLC

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2 (a)
(b)

3 SEC USE ONLY:

4 SOURCE OF FUNDS (SEE INSTRUCTIONS):
See Item 3

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION:
Oklahoma

7 SOLE VOTING POWER:

NUMBER OF 192,807

SHARES SHARED VOTING POWER:
BENEFICIALLY **8**
OWNED BY -0-

EACH REPORTING PERSON **9** SOLE DISPOSITIVE POWER:
192,807

WITH **10** SHARED DISPOSITIVE POWER:
-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
192,807

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):
o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
4.4%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):
OO (Limited Liability Company)

CUSIP No. 869380105

NAMES OF REPORTING PERSONS:

1 Boulder Capital, LLC

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2 (a)
(b)

3 SEC USE ONLY:

4 SOURCE OF FUNDS (SEE INSTRUCTIONS):
See Item 3

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION:
Oklahoma

7 SOLE VOTING POWER:

NUMBER OF 126,200

SHARES SHARED VOTING POWER:
BENEFICIALLY **8**
OWNED BY -0-

EACH REPORTING PERSON **9** SOLE DISPOSITIVE POWER:
126,200

WITH **10** SHARED DISPOSITIVE POWER:
-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
126,200

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):
o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
2.9%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):
OO (Limited Liability Company)

CUSIP No. 869380105

NAMES OF REPORTING PERSONS:

1 Boston Avenue Capital, LLC

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2 (a)
(b)

3 SEC USE ONLY:

4 SOURCE OF FUNDS (SEE INSTRUCTIONS):
See Item 3

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION:
Oklahoma

7 SOLE VOTING POWER:

NUMBER OF 192,807

SHARES SHARED VOTING POWER:
BENEFICIALLY **8**
OWNED BY -0-

EACH REPORTING PERSON **9** SOLE DISPOSITIVE POWER:
192,807

WITH **10** SHARED DISPOSITIVE POWER:
-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
192,807

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):
o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
4.4%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):
OO (Limited Liability Company)

CUSIP No. 869380105

NAMES OF REPORTING PERSONS:

Charles M. Gillman

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4

See Item 3

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6

United States of America

SOLE VOTING POWER:

7

NUMBER OF 192,807

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY 8

-0-

EACH REPORTING PERSON **9** SOLE DISPOSITIVE POWER:
192,807

WITH **10** SHARED DISPOSITIVE POWER:
-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
192,807

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):
o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
4.4%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):
IN

CUSIP NO. 869380105

SCHEDULE 13D

Item 1. Security and Issuer

This Schedule 13D relates to shares of Common Stock, \$.01 par value (the Common Stock) of Sutron Corporation, a Virginia corporation (the Issuer). The principal executive office and mailing address of the Issuer is 21300 Ridgetop Circle, Sterling, Virginia 20166.

Item 2. Identity and Background

This Schedule 13D is being filed by Boston Avenue Capital, LLC (Boston), Boulder Capital, LLC (Boulder), Yorktown Avenue Capital, LLC (Yorktown) and Charles M. Gillman. Both Yorktown and Boston, whose principal business is investment, are limited liability companies managed Mr. Gillman. Boulder, while at the time of the filing of the initial 13D was managed by Mr. Gillman, has changed investment managers and is no longer the beneficial owner of any shares managed by Mr. Gillman, including those of Yorktown and Boston. Boulder is a limited liability company whose principal business is investment.

None of the entities or persons identified in this Item 2 has, during the past five years, been convicted of any criminal proceeding (excluding traffic violations or similar misdemeanors), nor been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration

The source of funds for the purchases of securities was the working capital of Boston and Yorktown. The total amount of consideration paid for securities purchased since the last 13D filing was \$304,666.81.

Item 4. Purpose of Transaction

The purpose of the acquisition of the Common Stock is for investment, and the acquisitions of the Common Stock were made in the ordinary course of business and were not made for the purpose of acquiring control of the Issuer. Although no Reporting Person has any specific plan or proposal to acquire or dispose of the Common Stock, consistent with its investment purpose, each Reporting Person at any time and from time to time may acquire additional Common Stock or dispose of any or all of its Common Stock depending upon an ongoing evaluation of the investment in the Common Stock, prevailing market conditions, other investment opportunities, liquidity requirements of the Reporting Persons, and/or other investment considerations.

Also, consistent with the investment purpose, the Reporting Persons may engage in communications with one or more shareholders of the Issuer, one or more officers of the Issuer and/or one or more members of the board of directors of the Issuer and/or one or more representatives of

the Issuer regarding the Issuer, including but not limited to its operations. The Reporting Persons may discuss ideas that, if effected may result in any of the following: the acquisition by persons of additional Common Stock of the Issuer, an extraordinary corporate transaction involving the Issuer, and/or changes in the board of directors or management of the Issuer.

Except to the extent the foregoing may be deemed a plan or proposal, none of the Reporting Persons has any plans or proposals which relate to, or could result in, any of the matters referred to in paragraphs (a) through (j), inclusive, of the instructions to Item 4 of Schedule 13D. The Reporting Persons may, at any time and from time to time, review or reconsider their position and/or change their purpose and/or formulate plans or proposals with respect thereto.

Item 5. Interest in Securities of the Issuer

(a),(b) According to the Issuer's 10-QSB filed for the quarterly period ending September 30, 2006 there were 4,319,551 shares of Common Stock issued and outstanding as of November 13, 2006. Based on such information, after taking into account the transactions described in Item 5(c) below, the Reporting Persons report the following ownership: 52,007 shares (1.2%) are held directly by Boston, 140,800 shares (3.2%) are held directly by Yorktown and 126,200 shares are held by Boulder Capital, LLC. Mr. Gillman does not have direct ownership of any Company shares.

Although the reporting persons are joining in this Schedule as Reporting Persons, the filing of this Schedule shall not be construed as an admission that any of them are, for any purpose, the beneficial owner of any of the securities that are owned directly by the other.

c) During the last 60 days, the following shares of Common Stock were purchased by Boston and Yorktown in the open market:

| | Trade Date | Quantity | Cost Per Share |
|----------|------------|----------|----------------|
| Boston | 11/27/06 | 642 | 7.18 |
| Yorktown | 11/14/06 | 3,849 | 7.25 |
| Yorktown | 11/15/06 | 10,198 | 7.24 |
| Yorktown | 11/16/06 | 3,699 | 7.21 |
| Yorktown | 11/20/06 | 22,254 | 7.24 |

(d) Not applicable.

(e) Reporting persons ceased to be the beneficial owners of more than five percent of the Issuer's Common Stock on October 31, 2005, when Boulder ceased to be managed by Mr. Gillman.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

None of the Reporting Persons is a party to any contract, arrangement, understanding or relationship with respect to any securities of the Issuer.

Item 7. Material to be Filed as Exhibits
Exhibit A Joint Filing Undertaking.

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: November 22, 2006

BOSTON
AVENUE
CAPITAL,
LLC

/s/ Charles
M.
Gillman

By: Charles
M.
Gillman,
Manager

YORKTOWN
AVENUE
CAPITAL,
LLC

/s/ Charles
M.
Gillman

By: Charles
M.
Gillman,
Manager

BOULDER
CAPITAL,
LLC

/s/ Kuldeep
Ram

By: Kuldeep
Ram,
Manager