

STARRETT DOUGLAS A
 Form 5
 July 20, 2012

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 STARRETT DOUGLAS A

2. Issuer Name and Ticker or Trading Symbol
 STARRETT L S CO [SCX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 06/30/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President/CFO

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

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Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Amount Price			
The L. S Starrett Company Common Stock Class A	Â	Â	Â	Â Â Â	50	I	By Spouse
The L. S. Starrett Company Common	Â	Â	Â	Â Â Â	264	I	By Custodial

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Stock Class A										
The L. S. Starrett Class A Common Stock	Â	Â	Â	Â	Â	Â	19,400	I		By Trust
The L. S. Starrett Co Class A Common Stock	Â	Â	Â	Â	Â	Â	527,769	I		By Trust (2) <u>(1)</u> <u>(2)</u>
The L. S. Starrett Co Class B Common Stock	09/23/2011	Â	P	100	A	\$ 10.62	8,109	D		Â
The L. S. Starrett Co Class B Common Stock	11/23/2011	Â	P	500	A	\$ 8.73	45,504	D		Â
The L.S. Starrett Co Class B Common	Â	Â	Â	Â	Â	Â	50	I		By Spouse
The L. S. Starrett Co Class B Common Stock	Â	Â	Â	Â	Â	Â	400	I		By Custodial
The L. S. Starrett Co Class B Common Stock	Â	Â	Â	Â	Â	Â	1,545	I		By Trust
The L. S. Starrett Co Class B Common	Â	Â	Â	Â	Â	Â	172,788	I		By Turst (1)

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

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

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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. Price of Derivative Security (Instr. 5)	9. Price of Underlying Security (Instr. 6)
					Date Exercisable Expiration Date		Title	Amount or Number of Shares	
					(A) (D)				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STARRETT DOUGLAS A Â	Â	Â	Â	President/CFO Â

Signatures

Douglas A
Starrett

07/20/2012

**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) 527,769 shares held in The L.S. Starrett Co. Employee Stock Ownership Plan & Trust of which Mr. Starrett is a trustee.
- (2) 172,788 shares held in The L. S. Starrett Co Employee Stock Ownership Plan & Trust of which Mr. Starrett is a Trustee.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.