

AEHR TEST SYSTEMS

Form 4

April 03, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ROSATI MARIO M

(Last) (First) (Middle)

**WILSON SONSINI GOODRICH &
ROSATI, 650 PAGE MILL ROAD**

(Street)

PALO ALTO, CA 94304

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

AEHR TEST SYSTEMS [AEHR]

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

04/01/2008

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)

Assistant Secretary

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)
Common Stock	04/01/2008		M	20,000	A \$ 4 20,000	D	
Common Stock	04/01/2008		M	5,000	A \$ 3.85 25,000	D	
Common Stock	04/01/2008		J ⁽¹⁾	22,500	D 2,500	D	
Common Stock	04/01/2008		J ⁽¹⁾	22,500	A 22,500	I	See footnote ⁽²⁾
Common Stock					27,000	I	See footnote ⁽³⁾

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Common Stock	152,217	I	See footnote <u>(4)</u>
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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 Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Non-qualified stock option (right to buy)	\$ 4	04/01/2008		M	20,000	<u>(5)</u> 05/22/2008	Common Stock	20,000
Non-qualified stock option (right to buy)	\$ 3.85	04/01/2008		M	5,000	<u>(6)</u> 10/17/2008	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ROSATI MARIO M
WILSON SONSINI GOODRICH & ROSATI
650 PAGE MILL ROAD
PALO ALTO, CA 94304

X

Assistant Secretary

Signatures

/s/ Mario M.
Rosati 04/03/2008

**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) Shares transferred for no consideration to WS Investment Company, LLC (2001A) for which the reporting person serves as a member.
- (2) Shares held directly by WS Investment Company, LLC (2001A) for which the reporting person serves as a member.
- (3) Shares held directly by Mario M. Rosati and Douglas Laurice, trustees for the benefit of Mario M. Rosati.
- (4) Shares held directly by Mario M. Rosati Trust, U/D/T dated 1/9/90 for which the reporting person serves as trustee.
- (5) The option was 100% vested on May 22, 2005.
- (6) The option was 100% vested on October 17, 2002.

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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