

Gagne David A  
 Form 4  
 December 12, 2012

**FORM 4**

**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).

**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 \*  
 Gagne David A

2. Issuer Name and Ticker or Trading Symbol  
 WINLAND ELECTRONICS INC  
 [WEX]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 1950 EXCEL DRIVE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/10/2012

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

MANKATO, MN 56001  
 (City) (State) (Zip)

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

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 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 Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
|                                 |                           |                                      |                                   |                     |                                    |                                                          |                                                               |

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| (Instr. 3)                           | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | Code | V | (A)     | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amount or<br>Number of<br>Shares |
|--------------------------------------|------------------------------------|------------------|------------|---------------------------------------------------------------|------|---|---------|-----|---------------------|--------------------|-----------------|----------------------------------|
| Stock<br>Option<br>(right to<br>buy) | \$ 0.58                            |                  |            |                                                               |      |   |         |     | (1)                 | 07/23/2022         | Common<br>Stock | 50,000                           |
| Stock<br>Option<br>(right to<br>buy) | \$ 0.83                            | 12/10/2012       |            | A                                                             |      |   | 185,000 |     | (2)                 | 12/10/2022         | Common<br>Stock | 185,000                          |

## Reporting Owners

| Reporting Owner Name / Address                         | Relationships |           |                         |       |
|--------------------------------------------------------|---------------|-----------|-------------------------|-------|
|                                                        | Director      | 10% Owner | Officer                 | Other |
| Gagne David A<br>1950 EXCEL DRIVE<br>MANKATO, MN 56001 | X             |           | Chief Executive Officer |       |

## Signatures

/s/ Thomas F. Steichen as Attorney-in-Fact for David A. Gagne pursuant to Power of Attorney previously filed. 12/12/2012

\_\_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) Fully exercisable.
- (2) On December 10, 2012, the reporting person was granted an option to purchase 185,000 shares of common stock. The option vests in four equal annual installments beginning on December 10, 2013.

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