

HENRY CHARLES W  
Form 4  
September 23, 2005

**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 \*  
HENRY CHARLES W

2. Issuer Name and Ticker or Trading Symbol  
EASTERN CO [EML]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
09/22/2005

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

112 BRIDGE STREET

(Street)

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

NAUGATUCK, CT 06770

(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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock <sup>(1)</sup>     | 09/22/2005                           |  | A                              |   | 262   | A  | \$ 23.49                          |
|                                 |                                      |  |                                |   | 29,057  | D  |                                   |

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

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SEC 1474 (9-02)

**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) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Non-qualified stock options <u>(2)</u>     | \$ 9.92  | 09/17/1997                           |  | A                              | 0   | 09/17/1997   | 10/17/2007  | Common Stock | 21,500                     |
| Non-qualified stock options <u>(3)</u>     | \$ 14  | 09/09/1998                           |  | A                              | 0   | 09/09/1998   | 10/09/2008  | Common Stock | 15,000                     |
| Non-qualified stock options                | \$ 15.25   | 12/15/1999                           |  | A                              | 0   | 12/15/1999   | 01/15/2010  | Common Stock | 12,500                     |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| HENRY CHARLES W<br>112 BRIDGE STREET<br>NAUGATUCK, CT 06770 |               | X         |         |       |

## Signatures

Charles W. Henry, by John L. Sullivan III his attorney-in-fact

09/23/2005

\_\_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) 262 shares acquired under The Eastern Company Director's Fee Program pursuant to Rule 16b-3(d).

(2) Original 9/17/1997 option was for 15,000 shares at \$14.875 per share. As a result of a 3-for-2 stock split effective 5/28/1999 this option became an option for 22,500 shares at \$9.92 per share. On 1/19/00, 1,000 options were exercised, leaving a balance of 21,500 options.

(3) Original 9/9/1998 option was for 10,000 shares at \$21.00 per share. As a result of a 3-for-2 stock split effective 5/28/1999 this option is now 15,000 shares at \$14.00 per share.

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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