

STARRETT L S CO
Form 5
August 11, 2005

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

(Last) (First) (Middle)

C/O THE L S STARRETT COMPANY, 121 CRESCENT STREET

(Street)

ATHOL, MA 01331

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
06/30/2005

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)
President & CEO

6. Individual or Joint/Group Reporting

(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 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)	Price		
Class A Common Stock	^	^	^	^	^	^	5,249	D	^
Class A Common Stock	^	^	^	^	^	^	50	I	By Spouse
Class A Common	^	^	^	^	^	^	264	I	Custodial

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Stock										
Class A Common Stock	Â	Â	Â	Â	Â	Â	13,402	I	By Trust	
Class A Common Stock	Â	Â	Â	Â	Â	Â	6,136	I	By Trust	
Class A Common Stock	Â	Â	Â	Â	Â	Â	1,145,369	I	By Trust ⁽¹⁾	
Class B Common Stock	12/02/2004	Â	P	500	A	\$ 14.96	41,154	D	Â	
Class B Common Stock	06/09/2005	Â	P	500	A	\$ 10.8	41,154	D	Â	
Class B Common Stock	Â	Â	Â	Â	Â	Â	50	I	By Spouse	
Class B Common Stock	Â	Â	Â	Â	Â	Â	400	I	Custodial	
Class B Common Stock	Â	Â	Â	Â	Â	Â	1,782	I	By Trust	
Class B Common Stock	Â	Â	Â	Â	Â	Â	20,916	I	By Trust	
Class B Common Stock	Â	Â	Â	Â	Â	Â	264,571	I	By Trust ⁽²⁾	

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)

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,	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. of D Se B O E Is Fi (I
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4, and 5)

	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 C/O THE L S STARRETT COMPANY 121 CRESCENT STREET ATHOL, MA 01331	Â	Â	Â President & CEO	Â

Signatures

Douglas A
Starrett

08/11/2005

 **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) 566,477 shares held in The L. S. Starrett Company Employee Stock Ownership Plan & Trust and 578,892 shares held in The L. S. Starrett Company 401(k) Stock Savings Plan Trust. Mr. Starrett is a Trustee of both Plans.
 - (2) 250,801 shares held in The L. S. Starrett Company Employee Stock Ownership Plan & Trust and 13,770 shares held in The L. S. Starrett Company 401(k) Stock Savings Plan & Trust.

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.