

Houtkin Sherry
Form 4
February 17, 2009

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 *
Houtkin Sherry

2. Issuer Name and Ticker or Trading Symbol
GENCOR INDUSTRIES INC
[GENC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3900 ISLAND
BLVD., PENTHOUSE 4

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
07/25/2008

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

AVENTURA, FL 33160

(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
X 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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock, \$.10 par value	07/25/2008		P	100 A \$ 9.89	1,249,228	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par value	07/25/2008		P	100 A \$ 10.06	1,249,328	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par	07/25/2008		P	100 A \$ 9.89	1,249,428	I	By Spouse (deceased 07/25/2008)

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value								
Common Stock, \$.10 par value	07/25/2008	P	100	A	\$ 10.1	1,249,528	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par value	07/25/2008	P	200	A	\$ 10.06	1,249,728	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par value	07/25/2008	S	100	D	\$ 10.02	1,249,628	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par value	07/25/2008	S	100	D	\$ 10.05	1,249,528	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par value	07/25/2008	S	100	D	\$ 10.19	1,249,428	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par value	07/25/2008	S	100 ⁽¹⁾	D	\$ 10.24	1,249,328 ⁽²⁾	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par value	07/25/2008	W	V <u>1,240,292</u> ⁽³⁾	D	\$ 0	9,036	I	By Spouse (deceased 07/25/2008)
Common Stock, \$.10 par value	11/06/2008	W	V 9,036 ⁽⁴⁾	D	\$ 0	0	I	By Spouse (deceased 07/25/08)
Common Stock, \$.10 par value	07/25/2008	W	V <u>1,240,292</u> ⁽³⁾	A	\$ 0	2,114,642 ⁽⁵⁾	D	

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)

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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. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code V (A) (D)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Houtkin Sherry 3900 ISLAND BLVD. PENTHOUSE 4 AVENTURA, FL 33160		X		
HOUTKIN HARVEY % SHERRY HOUTKIN 3900 ISLAND BLVD, PENTHOUSE 4 AVENTURA, FL 33160		X		

Signatures

/s/ Sherry
Houtkin (7) 02/05/2009

__Signature of Date
Reporting Person

/s/ Brad Houtkin
(8) 02/05/2009

__Signature of Date
Reporting Person

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) All of the foregoing transactions were effected prior to Mr. Houtkin's death (07/25/08) and reflect shares in which he had a beneficial ownership, other than shares beneficially owned by his spouse, Sherry Houtkin, which are reported herein by Mrs. Houtkin.
 - (2) These shares were beneficially owned (directly and indirectly) by Harvey Houtkin at the date of his death, July 25, 2008.
- As a Result of Mr. Houtkin's death, beneficial ownership of 1,240,292 shares of issuer common stock were transferred by the laws of
- (3) descent and distribution to the Reporting Person, Sherry Houtkin (who was Mr. Houtkin's spouse). These shares are reported as a disposition by Mr. Houtkin and an acquisition by Mrs. Houtkin (in each case, for no consideration).

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- (4) The remaining 9,036 shares became subject to the control of the executors of Mr. Houtkin's estate (Brad and Sherry Houtkin) on November 6, 2008 (the date of their appointment).
- (5) These represent the shares beneficially owned by Sherry Houtkin at the date of Mr. Houtkin's death and as of the filing date of this Form 4 Statement of Changes in Beneficial Ownership.

Remarks:

- (6) Mr. Houtkin passed away July 25, 2008. On that date, he ceased to be a 10% owner and was no longer subject to Section 1
- (7) Individually and as co-executor of the Estate Of Harvey Houtkin (on behalf of Harvey Houtkin)
- (8) As co-executor of the Estate Of Harvey Houtkin (on behalf of Harvey Houtkin)

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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