STONELEIGH PARTNERS ACQUISITION CORP.
Form 4
November 05, 2008

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
ENGLE GARY D

(Last) (First) (Middle)

20 MARSHALL STREET, SUITE 104

(Street)

SOUTH NORWALK, CT 06845

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
STONELEIGH PARTNERS ACQUISITION CORP. [SOC]

3. Date of Earliest Transaction (Month/Day/Year)
11/03/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chairman & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock (1)	11/03/2008		P		4,300	A	$ 7.5	1,240,200	I	By Hera Financial LLC
Common Stock								1,003,874	D	

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, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. D Se (I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Warrants (1)	(2)	11/03/2008		P		4,300		(2)	(2)	Common Stock	4,300	
Warrants	(2)							(2)	(2)	Common Stock	3,473,434	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ENGLE GARY D 20 MARSHALL STREET SUITE 104 SOUTH NORWALK, CT 06845	X		Chairman & CEO	

Signatures

/s/ Gary D. Engle	11/05/2008
**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) The Reporting Person, through Hera Financial LLC, purchased Units of the Issuer at $7.50 per Unit. Each Unit consists of one share of Common Stock of the issuer and One Warrant to purchase one share of the Issuer's Common Stock.

(2) Each Warrant entitles the holder to purchase one share of the Issuer's Common Stock at a price of $5.50. Each Warrant will become exercisable upon thee Issuer's completion of a business combination and each Warrant will expire at 5:00 PM New York City time on May 31, 2011, or earlier upon redemption.

(3) The Reporting Person purchased 3,273,434 Warrants in a private placement that occurred immediately prior to the Issuer's initial public offering. This purchase was previously reported on a Form 3.

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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