

STANDEX INTERNATIONAL CORP/DE/
Form 4
August 16, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
SCOTT RANDY L

2. Issuer Name and Ticker or Trading Symbol
STANDEX INTERNATIONAL CORP/DE/ [SXI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
08/14/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Group Vice President Consumer

STANDEX INTERNATIONAL CORPORATION, 6 MANOR PARKWAY

(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

SALEM, NH 03079-

(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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 08/14/2006 | | M | 2,400 | A \$ 0 | 7,100 | D |
| Common Stock | 08/14/2006 | | M | 320 | A \$ 15.75 | 7,420 | D |
| Common Stock | 08/14/2006 | | M | 1,072 | A \$ 19.31 | 8,492 | D |
| Common Stock | 08/14/2006 | | M | 2,520 | A \$ 20.22 | 11,012 | D |

5 I By ESOP

Common
Stock

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)

| 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 | | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|------------------------------------|-----------------|--|----------------------------------------------------------|-----------------|---------------------------------------------------------------|
| | | | | | Acquired (A) | Disposed of (D) | | Date Exercisable | Expiration Date | |
| Phantom Stock Units | \$ 15.75 | 08/14/2006 | | M | | 320 | | 08/14/2006 | 09/12/2006 | Common Stock 320 |
| Phantom Stock Units | \$ 19.31 | 08/14/2006 | | M | | 1,072 | | 08/14/2006 | 09/10/2007 | Common Stock 1,072 |
| Phantom Stock Units | \$ 20.22 | 08/14/2006 | | M | | 2,520 | | 08/14/2006 | 09/13/2008 | Common Stock 2,520 |
| Restricted Stock | \$ 0 | 08/14/2006 | | M | | 2,400 | | 08/14/2006 | 10/01/2007 | Common Stock 2,400 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-------------------------------------------------------------------------------------------|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SCOTT RANDY L STANDEX INTERNATIONAL CORPORATION 6 MANOR PARKWAY SALEM, NH 03079- | | | Group Vice President Consumer | |

Signatures

Deborah A.
Rosen

08/16/2006

__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).

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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