

WSI INDUSTRIES, INC.
Form 4
January 10, 2008

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 *
Bender Thomas C

2. Issuer Name and Ticker or Trading Symbol
WSI INDUSTRIES, INC. [WSCI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
17427 182ND AVENUE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/09/2008

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

BIG LAKE, MN 55309

(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
 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 Ownership (Instr. 4)
Common Stock				(A) or (D) Price	0	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: WSI INDUSTRIES, INC. - Form 4

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
Stock Option (Right to Buy)	\$ 5.39	01/09/2008		A		2,000		07/09/2008 ⁽¹⁾	01/09/2013	Common Stock	2,000
Stock Option (Right to Buy)	\$ 5.39	01/09/2008		A		2,000		07/09/2008 ⁽²⁾	01/09/2013	Common Stock	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bender Thomas C 17427 182ND AVENUE BIG LAKE, MN 55309		X		

Signatures

Getey M. Ritchott, Attorney-in-Fact for Thomas C. Bender 01/10/2008

__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 2005 Plan provides that each non-director employee who is elected or re-elected to the Board of Directors at a meeting of the shareholders will automatically receive a grant of an option to purchase 2,000 shares of common stock with the exercise price being the fair market value of a share of common stock on the date of the grant. All options vest as to 25% on the six-month anniversary of the date of grant and an additional 25% each of the three subsequent anniversary dates of the grant of options. The options are exercisable for a term of five years, unless such non-employee director ceases to be a member of the Board, in which case the stock option shall expire 30 days after such non-employee director's departure from the Board.
- (2) Option vests as to 25% on the six-month anniversary of the date of grant and an additional 25% each of the three subsequent anniversary dates of the grant of options. The options are exercisable for a term of five years, unless non-employee director ceases to be a member of the Board, in which case the stock option shall expire 30 days after such non-employee director's departure from the Board.

Note: File three copies of this Form, one of which must be manually signed. If space 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.