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ESPEY MFG & ELECTRONICS CORP  
Form POS AM  
January 15, 2008

As filed with the Securities and Exchange Commission on January 15, 2008

Registration Statement No. 333-128922

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

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POST-EFFECTIVE AMENDMENT NO. 1  
TO

FORM S-8

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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ESPEY MFG. & ELECTRONICS CORP.

(Exact name of registrant as specified in its charter)

New York 14-1387171  
(State or other jurisdiction (I.R.S. Employer  
of incorporation or organization) Identification No.)

233 Ballston Avenue  
Saratoga Springs, New York 12866  
(Address of Principal Executive Offices, including zip code)

Espey Mfg. & Electronics Corp. 2000 Stock Option Plan  
(Full title of the plan)

Howard Pinsley  
President and Chief Executive Officer  
233 Ballston Avenue  
Saratoga Springs, New York 12866  
(518) 584-4100  
(Name, address and telephone number, including area code, of agent for service)

Copies to:  
Lawrence A. Goldman, Esq.  
Gibbons P.C.  
One Gateway Center  
Newark, New Jersey 07102  
(973) 596-4500

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Explanatory Note

Espey Mfg. & Electronics Corp., a New York corporation (the "Company") is filing this Post-Effective Amendment No. 1 to Registration Statement on Form S-8 to register certain securities previously registered by the Company pursuant to its Registration Statement on Form S-8 filed with the Securities and Exchange Commission on October 11, 2005 (Registration No. 333-128922) (the "Initial Registration Statement"). The Initial Registration Statement registered 129,700 shares of the Company's common stock (the "Common Stock") for issuance, offer or sale pursuant to the Company's 2000 Stock Option Plan (the "2000 Plan").

On November 30, 2007, stockholder approval was obtained by the Company's 2007 Stock Option and Restricted Stock Plan (the "2007 Plan"), which replaced the 2000 Plan. No further grants of options will be made under the 2000 Plan. The 2000 Plan has 77,000 shares of Common Stock that would otherwise be available for grant under such plan (the "Carryover Shares") now available for issuance, offer and sale under the 2007 Plan.

The Carryover Shares are hereby deregistered. The Initial Registration Statement otherwise continues in effect as to the balance of the shares of Common Stock remaining available for issuance, offer or sale pursuant thereto upon and the following the exercise of options previously granted under the 2000 Plan.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the undersigned registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post Effective Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Saratoga Springs, State of New York, on this 15th day of January, 2008

ESPEY MFG. & ELECTRONICS CORP.

By: /s/ Howard Pinsley

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Howard Pinsley  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date ----
/s/ Howard Pinsley ----- Howard Pinsley	Chairman of the Board, President and Chief Executive Officer	January 15, 2008
/s/ Barry Pinsley*	Director	January 15, 2008

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Barry Pinsley

/s/ Seymour Saslow\*                      Director                      January 15, 2008

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Seymour Saslow

/s/ Michael W. Wool\*                      Director                      January 15, 2008

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Michael W. Wool

/s/ Alvin O. Sabo\*                      Director                      January 15, 2008

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Alvin O. Sabo

/s/ Carl Helmetag\*                      Director                      January 15, 2008

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Carl Helmetag

/s/ Paul J. Corr\*                      Director                      January 15, 2008

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Paul J. Corr

/s/ David O'Neil                      Principal Accounting Officer                      January 15, 2008

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David O'Neil

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\*By Howard Pinsley  
Attorney in Fact