MCWHINNEY ROBERT T JR

Form 4 June 28, 2006

FORM 4

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

OMB APPROVAL OMB

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires:

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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

SECURITIES

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MCWHINNEY ROBERT T JR			2. Issuer Name and Ticker or Trading Symbol ABRAMS INDUSTRIES INC [ABRI]				C	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) ((3. Date of Earliest Transaction (Month/Day/Year) 06/26/2006			_X_ Director Officer (gi below)		% Owner ner (specify			
(City)	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table	e I - Non-I	Derivative	Secur	rities A	cquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution D any (Month/Day	Date, if ()	3. Transaction Code (Instr. 8)	4. Securit nAcquired Disposed (Instr. 3, 4	(A) or of (D))	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)	

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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amor
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Secur
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amor or Num of Shar
Stock Appreciation Rights	\$ 4.14	06/26/2006		A	3,600	06/26/2009(1)	06/26/2016	Common Stock	3,0
Stock Appreciation Rights	\$ 4.14	06/26/2006		A	3,600	06/26/2010(1)	06/26/2016	Common Stock	3,0
Stock Appreciation Rights	\$ 4.14	06/26/2006		A	4,800	06/26/2011 <u>(1)</u>	06/26/2016	Common Stock	4,8

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
MCWHINNEY ROBERT T JR						
	X					

Signatures

/s/ Carrie L. Billiam, as Attorney o6/28/2006 in Fact

**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) All stock appreciation rights shall vest and be exercisable on the tenth consecutive business day that a share of the Company's common stock has a closing price on NASDAQ at or above \$20.00 per share.

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.

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