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TEL INSTRUMENT ELECTRONICS CORP

Form 4 July 08, 2005

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

may continue.

See Instruction

Form 5

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

CARLSTADT, NJ 07072

Rice Robert A

(Last)

2. Issuer Name and Ticker or Trading

Symbol

TEL INSTRUMENT

ELECTRONICS CORP [TIK]

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

728 GARDEN ST 06/27/2005

(Middle)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

OMB APPROVAL

OMB Number:

3235-0287

January 31, Expires:

Estimated average burden hours per

response...

0.5

2005

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

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

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 I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

2. Transaction Date 2A. Deemed 1.Title of Security (Month/Day/Year) Execution Date, if (Instr. 3)

Code Disposed of (D) (Instr. 8) (Month/Day/Year)

TransactionAcquired (A) or (Instr. 3, 4 and 5)

4. Securities

5. Amount of Securities Beneficially Owned Following Reported Transaction(s)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4)

(Instr. 3 and 4)

(Instr. 4)

Code V Amount (D) Price

(A)

or

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of 3. Transaction Date 3A. Deemed (Month/Day/Year) Derivative Conversion Execution Date, if Security or Exercise any

4. 5. Number 6. Date Exercisable and Transactionof **Expiration Date** Derivative (Month/Day/Year) Code

7. Title and Amount of 8 **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8	Ad (A Di of (In	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
			Code V	V (.	A) ((D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 4.25	06/27/2005	A	5	00		06/27/2006(1)	06/27/2010	Common Stock	500

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Rice Robert A 728 GARDEN ST CARLSTADT, NJ 07072	X	X					

Signatures

Joseph P. Macaluso By Power of Attorney

07/07/2005

**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).
- Options become exercisable for 20% of the shares on the first three anniversaries of the grant and 40% of the shares on the fourth anniversary of the grant date.

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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