

JAEHNE EDWIN M
Form 4
June 30, 2005

FORM 4

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

OMB APPROVAL

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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 *
JAEHNE EDWIN M

2. Issuer Name and Ticker or Trading Symbol
ESSEX CORP [KEYW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
9150 GUILFORD RD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/29/2005

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

COLUMBIA, MD 21046

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

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Essex Corporation Common Stock	06/29/2005		M		10,000	A	\$ 5.17 16,350
Essex Corporation Common Stock	06/29/2005		S		3,000	D	\$ 22.79 13,350

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

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SEC 1474 (9-02)

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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 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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title or Number of Shares
Incentive Stock Options	\$ 9					07/26/2004 07/25/2011	Common Stock 2,000
Incentive Stock Options	\$ 5.17	06/29/2005		M	10,000	<u>(1)</u> 08/24/2013	Common Stock 10,000
Non-Qualified Stock Option	\$ 6.07					<u>(2)</u> 10/02/2011	Common Stock 5,000
Incentive Stock Options	\$ 16.19					<u>(3)</u> 05/09/2012	Common Stock 10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JAEHNE EDWIN M 9150 GUILFORD RD COLUMBIA, MD 21046			Vice President	

Signatures

Edwin M. Jaehne
06/30/2005

**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).

(1) 5,000 shares exercisable on 8/23/2003; 5,000 shares exercisable on 8/23/2004

(2) 2,500 shares exercisable on 10/03/2001; 2,500 shares exercisable on 10/3/2002

(3) 6,175 shares exercisable on 5/10/2005; 3,825 shares exercisable on 1/01/2006

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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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