

ENGLOBAL CORP
Form 4
August 16, 2007

FORM 4

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

OMB APPROVAL

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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 *
LEE MICHAEL H

(Last) (First) (Middle)

**ENGLOBAL CORPORATION, 654
N. SAM HOUSTON PKWY E.,
SUITE 400**

(Street)

HOUSTON, TX 77060-5914

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ENGLOBAL CORP [ENG]

3. Date of Earliest Transaction
(Month/Day/Year)
08/13/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Pres. & COO, WRC Corp.

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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-------------------|---|--|-----------------------------------|--|
| | | | | Code | V Amount or Price | | | | |
| Common Stock | 08/13/2007 | | S | 7,500 | D | \$ 10.9445 (1) | 105,000 | D | |
| Common Stock | 08/14/2007 | | S | 11,000 | D | \$ 10.9383 (2) | 94,000 | D | |
| Common Stock | 08/15/2007 | | S | 3,600 | D | \$ 10.6164 (3) | 90,400 | 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.

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(9-02)

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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LEE MICHAEL H ENGLOBAL CORPORATION 654 N. SAM HOUSTON PKWY E., SUITE 400 HOUSTON, TX 77060-5914 | | | Pres. & COO, WRC Corp. | |

Signatures

/s/ Michael H. Lee by Natalie S. Hairston, Power of Attorney
 08/16/2007
 **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 reporting person sold 7,500 shares in a series of transactions on August 13, 2007. In these transactions, the average price received was \$10.9445 per share, with \$10.86 being the lowest price received per share, and \$11.10 being the highest price received per share.
 - (2) The reporting person sold 11,000 shares in a series of transactions on August 14, 2007. In these transactions, the average price received was \$10.9383 per share, with \$10.56 being the lowest price received per share, and \$11.05 being the highest price received per share.
 - (3) The reporting person sold 3,600 shares in a series of transactions on August 15, 2007. In these transactions, the average price received was \$10.6164 per share, with \$10.59 being the lowest price received per share, and \$10.64 being the highest price received 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.