

SPARTON CORP  
Form 5  
August 14, 2006

**FORM 5**

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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. Name and Address of Reporting Person \*  
**WOODS MICHAEL G**

(Last) (First) (Middle)

2400 EAST GANSON STREET

(Street)

JACKSON, MI 4902

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**SPARTON CORP [SPA]**

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**06/30/2005**

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)  
Sr. Vice President

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	Â	Â	Â	Â Â Â	4,200 <sup>(1)</sup>	D	Â

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)**

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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)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Purchase) <u>(2)</u>	\$ 3.67 <u>(4)</u>	Â	Â	Â	Â	Â	12/18/2001 <sup>(6)</sup>	12/18/2005	Common Stock	7,37 <u>(4)</u>
Employee Stock Option (Right to Purchase) <u>(3)</u>	\$ 6.06 <u>(5)</u>	Â	Â	Â	Â	Â	12/21/2002 <sup>(7)</sup>	12/21/2006	Common Stock	5,78 <u>(5)</u>
Employee Stock Option (Right to Purchase) <u>(3)</u>	\$ 7.34 <u>(5)</u>	Â	Â	Â	Â	Â	08/23/2003 <sup>(8)</sup>	08/23/2007	Common Stock	5,78 <u>(5)</u>
Employee Stock Option (Right to Purchase) <u>(3)</u>	\$ 7.19 <u>(5)</u>	Â	Â	Â	Â	Â	04/25/2004 <sup>(9)</sup>	04/25/2013	Common Stock	1,10
Employee Stock Option (Right to Purchase) <u>(3)</u>	\$ 9.45	Â	Â	Â	Â	Â	04/22/2006 <sup>(10)</sup>	04/22/2015	Common Stock	5,00

# Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WOODS MICHAEL G 2400 EAST GANSON STREET JACKSON, MI 4902	Â	Â	Â Sr. Vice President	Â

# Signatures

By Richard L. Langley pursuant to Special Power of Attorney executed by Michael G. Woods 08/12/2005

\_\_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) The number of shares has been adjusted to reflect the 5% stock dividends paid by the Issuer on February 18, 2003, December 19, 2003 and December 15, 2004, as applicable.
- (2) The stock option was granted pursuant to the 1999 Stock Incentive Plan dated October 27, 1999 subsequently amended by the Amended and Restated Sparton Corporation Stock Incentive Plan dated October 24, 2001.
- (3) The stock option was granted pursuant to the Amended and Restated Sparton Corporation Stock Incentive Plan dated October 24, 2001.
- (4) The exercise price and number of shares have been adjusted to reflect the 5% stock dividends paid by the Issuer on February 18, 2003, December 19, 2003 and December 15, 2004, as applicable, and reduced by a partial exercise of the option.
- (5) The exercise price and number of shares have been adjusted to reflect the effect of the 5% stock dividend distributed February 18, 2003, December 19, 2003 and December 15, 2004, as applicable.
- (6) The stock options are exercisable in four equal cumulative annual installments, commencing on 12/18/01
- (7) The stock options are exercisable in four equal cumulative annual installments, commencing on 12/21/02
- (8) The stock options are exercisable in four equal cumulative annual installments, commencing on 08/23/03.
- (9) The stock options are exercisable in four equal cumulative annual installments, commencing on 4/25/04
- (10) The stock options are exercisable in four equal cumulative annual installments, commencing on 4/22/06

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.