### Edgar Filing: ATRION CORP - Form 4

ATRION C Form 4	ORP										
January 06,	2009										
FORM		STATES S	SECUL	NTIFS A	ND FX(	THANGE		NT.	PPROVAL		
		SIAILS			, D.C. 20			Number:	3235-0287		
Check this box if no longer subject to STATEMENT OF CHANGES IN BENEFICIAL OWNE							WNEDSHIDAL	Expires:	January 31, 2005		
subject to STATEMENT OF CHANGES IN					RITIES	CIALO	Estimated burden hou response	urs per			
Form 5 obligation may cor <i>See</i> Insta 1(b).	ons Section 17(	(a) of the Pu	ublic U	tility Hol		pany Act	nge Act of 1934, of 1935 or Secti 940				
(Print or Type	Responses)										
STUPP JOHN P JR Syr				2. Issuer Name <b>and</b> Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer				
(Leet)	(First)		ATRION CORP [ATRI]				(Check all applicable)				
				te of Earliest Transaction th/Day/Year)			_X_ Director 10% Owner				
								give title Other (specify below)			
(Street) 4. If Ame			Amendment, Date Original			6. Individual or Joint/Group Filing(Check					
Filed(Mon ST LOUIS, MO 63105				Form filed by			One Reporting Person More than One Reporting				
		(7:-)					Person				
(City)	(State)	(Zip)		le I - Non-l			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	Code (Instr. 8)		A) or of (D) and 5) (A) or	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					
Reminder: Re	port on a separate line	e for each clas	ss of secu	irities bene	-	-	or indirectly.	ation of a	SEC 1474		
					inform require	ation cont ed to resp /s a curre	ained in this form and unless the fo ntly valid OMB co	n are not rm	(9-02)		
	Tab	le II - Deriva	tive Sec	urities Acq	uired, Disp	osed of, or	Beneficially Owned	d			

(*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 Amount of	8.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	De
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Se

#### Edgar Filing: ATRION CORP - Form 4

(Instr. 3)	Price of Derivative Security	(Month/Day,	/Year) (Ins	str. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					(Ir	
			Co	de V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Units	\$ 0 <u>(2)</u>	01/02/2009	А		74.15		(2)	(4)	Common Shares	74.15	
Stock Units (1)	<u>(1)</u>	01/02/2009	А		0.81		01/02/2009(3)	(4)	Common Shares	0.81	

## **Reporting Owners**

Reporting Owner Name / Address		Relationships						
	Director	10% Owner	Officer	Other				
STUPP JOHN P JR STUPP JOHN P JR 120 SOUTH CENTRAL AVE STE 165 ST LOUIS, MO 63105	0 X							
Signatures								
Jeffery Strickland, Attorney-in-fact	01/06/2009							
**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) Dividend Equivalents credited as Stock Units under the Atrion Corporation Deferred Compensation Plan for Non-Employee Directors, as amended and restated (the Deferred Compensation Plan).

In accordance with the Deferred Compensation Plan, the reported Stock Units were credited to the reporting persons Stock Unit Account in connection with the reporting persons election to defer a portion of the reporting persons compensation as a member of the Board of

- (2) Directors. These Stock Units vest 25% on January 2, 2009, 25% on April 1, 2009, 25% on July 1, 2009 and 25% on October 1, 2009, provided the reporting person is serving on such date as a member of the Board of Directors. In January of the year following the year in which service as a director ceases for any reason, vested Stock Units will convert to shares of common stock, without further consideration, on a one for one basis.
- (3) In January of the year following the year in which service as a director ceases for any reason, these Stock Units will convert to shares of common stock, without further consideration, on a one for one basis.
- (4) Stock Units will not expire
- (5) Does not include 12,000 stock options for the purchase of Atrion Corporation Common Shares held by the reporting person, which were previously reported.
- (6) The reporting person also directly owns 16,896 shares of Atrion Corporation Common Stock.

(7)

#### Edgar Filing: ATRION CORP - Form 4

The reporting person also indirectly owns 135,000 shares held by Stupp Bros., Inc. as to which shares Mr. Stupp shares voting power and investment power as a director and executive officer and as a voting trustee of a voting trust which owns 100% of the voting stock of Stupp Bros., Inc.

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.