

ARBOR ENTECH CORP
Form 4/A
December 17, 2008

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 *
SHEFTS WANDA D

2. Issuer Name and Ticker or Trading Symbol
ARBOR ENTECH CORP
[ARBE.OB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
4461 WATERS EDGE LANE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/16/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Vice President (1)

SANIBEL, FL 33957
(City) (State) (Zip)

4. If Amendment, Date Original Filed (Month/Day/Year)
12/16/2008

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) | Amount (A) or (D) | Price | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-------------------|------------|---|--|---|
| Common Stock, \$.001 par value | 12/15/2008 | | S | | 3,404,000 | D \$ 0.001 | 778 | D | |
| Common Stock, \$.001 par value | 12/17/2008 | | P | | 0 | A \$ 0 | 750 | I | By Shefts Associates, Inc. |
| Common Stock, \$.001 par value | 12/17/2008 | | P | | 0 | A \$ 0 | 18,238 | I | By Shefts Family LP |

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

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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 Following Reported Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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 |
| SHEFTS WANDA D 4461 WATERS EDGE LANE SANIBEL, FL 33957 | X | X | Executive Vice President (1) | |
| SHEFTS MARK 160 SUMMIT AVE MONTVALE, NJ 07645 | X | X | CFO and Acting CEO | |

Signatures

/s/Wanda Shefts 12/16/2008

**Signature of Reporting Person Date

/s/Mark Shefts 12/16/2008

**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).

Remarks:

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(1) Mark Shefts (in addition to being a director and 10% owner) was Chief Financial Officer and Acting CEO of the Issuer. E

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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