

Houtkin Sherry
Form 4
February 17, 2009

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 *

Houtkin Sherry

2. Issuer Name and Ticker or Trading Symbol

GENCOR INDUSTRIES INC
[GENC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

05/13/2008

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

3900 ISLAND
BLVD., PENTHOUSE 4

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

AVENTURA, FL 33160

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, \$.10 par value | 05/13/2008 | | P | 200 A \$ 17.8 | 1,241,069 | I | By Spouse (deceased 07/25/2008) |
| Common Stock, \$.10 par value | 05/13/2008 | | P | 200 A \$ 17.8 | 1,241,269 | I | By Spouse (deceased 07/25/2008) |
| Common Stock, \$.10 par | 05/13/2008 | | P | 200 A \$ 17.76 | 1,241,469 | I | By Spouse (deceased 07/25/2008) |

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| | | | | | | | | |
|-------------------------------|------------|---|-----|---|----------|-----------|---|---------------------------------|
| value | | | | | | | | |
| Common Stock, \$.10 par value | 05/13/2008 | P | 200 | A | \$ 17.74 | 1,241,669 | I | By Spouse (deceased 07/25/2008) |
| Common Stock, \$.10 par value | 05/13/2008 | P | 200 | A | \$ 17.75 | 1,241,869 | I | By Spouse (deceased 07/25/2008) |
| Common Stock, \$.10 par value | 05/13/2008 | P | 200 | A | \$ 17.57 | 1,242,069 | I | By Spouse (deceased 07/25/2008) |
| Common Stock, \$.10 par value | 05/13/2008 | P | 300 | A | \$ 18 | 1,242,369 | I | By Spouse (deceased 07/25/2008) |
| Common Stock, \$.10 par value | 05/13/2008 | P | 400 | A | \$ 18.1 | 1,242,769 | I | By Spouse (deceased 07/25/2008) |
| Common Stock, \$.10 par value | 05/13/2008 | P | 400 | A | \$ 18.2 | 1,243,169 | I | By Spouse (deceased 07/25/2008) |
| Common Stock, \$.10 par value | 05/13/2008 | S | 300 | D | \$ 18.24 | 1,242,869 | I | By Spouse (deceased 07/25/2008) |
| Common Stock, \$.10 par value | 05/13/2008 | S | 300 | D | \$ 18.05 | 1,242,569 | I | By Spouse (deceased 07/25/2008) |
| Common Stock, \$.10 par value | 05/13/2008 | S | 200 | D | \$ 17.32 | 1,242,369 | I | By Spouse (deceased 07/25/2008) |
| Common Stock, \$.10 par value | 05/13/2008 | S | 200 | D | \$ 17.58 | 1,242,169 | I | By Spouse (deceased 07/25/2008) |
| Common Stock, \$.10 par value | 05/13/2008 | S | 200 | D | \$ 17.68 | 1,241,969 | I | By Spouse (deceased 07/25/2008) |

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| | | | | | | | | |
|--------------------------------|------------|---|-----|---|----------|-----------|---|---------------------------------|
| Common Stock, \$0.10 par value | 05/13/2008 | S | 200 | D | \$ 17.66 | 1,241,769 | I | By Spouse (deceased 07/25/2008) |
| Common Stock, \$0.10 par value | 05/13/2008 | S | 200 | D | \$ 17.69 | 1,241,569 | I | By Spouse (deceased 07/25/2008) |
| Common Stock, \$0.10 par value | 05/13/2008 | S | 200 | D | \$ 17.8 | 1,241,369 | I | By Spouse (deceased 07/25/2008) |
| Common Stock, \$0.10 par value | 05/13/2008 | S | 200 | D | \$ 17.97 | 1,241,169 | I | By Spouse (deceased 07/25/2008) |
| Common Stock, \$0.10 par value | 05/13/2008 | S | 200 | D | \$ 17.9 | 1,240,969 | I | By Spouse (deceased 07/25/2008) |
| Common Stock, \$0.10 par value | 05/13/2008 | S | 200 | D | \$ 17.94 | 1,240,769 | I | By Spouse (deceased 07/25/2008) |
| Common Stock, \$0.10 par value | 05/13/2008 | S | 200 | D | \$ 18.08 | 1,240,569 | I | By Spouse (deceased 07/25/2008) |
| Common Stock, \$0.10 par value | 05/13/2008 | S | 200 | D | \$ 18.24 | 1,240,369 | I | By Spouse (deceased 07/25/2008) |
| Common Stock, \$0.10 par value | 05/13/2008 | S | 200 | D | \$ 18.02 | 1,240,169 | I | By Spouse (deceased 07/25/2008) |
| Common Stock, \$0.10 par value | 05/13/2008 | S | 200 | D | \$ 18.25 | 1,239,969 | I | By Spouse (deceased 07/25/2008) |
| Common Stock, \$0.10 par value | 05/13/2008 | S | 200 | D | \$ 18.19 | 1,239,769 | I | By Spouse (deceased 07/25/2008) |
| | 05/13/2008 | S | 200 | D | \$ 18.2 | 1,239,569 | I | |

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| | | | | | | | | | |
|-------------------------------|------------|---|--------------------|---|----------|-----------|---|--|---------------------------------|
| Common Stock, \$.10 par value | | | | | | | | | By Spouse (deceased 07/25/2008) |
| Common Stock, \$.10 par value | 05/13/2008 | S | 200 | D | \$ 17.96 | 1,239,369 | I | | By Spouse (deceased 07/25/2008) |
| Common Stock, \$.10 par value | 05/13/2008 | S | 200 | D | \$ 17.78 | 1,239,169 | I | | By Spouse (deceased 07/25/2008) |
| Common Stock, \$.10 par value | 05/13/2008 | S | 200 ⁽¹⁾ | D | \$ 17.88 | 1,238,969 | I | | By Spouse (deceased 07/25/2008) |
| Common Stock, \$.10 par value | 05/13/2008 | P | 0 | A | \$ 0 | 874,250 | 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. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Houtkin Sherry 3900 ISLAND BLVD. PENTHOUSE 4 AVENTURA, FL 33160 | | X | | |
| HOUTKIN HARVEY % SHERRY HOUTKIN 3900 ISLAND BLVD, PENTHOUSE 4 AVENTURA, FL 33160 | | X | | |

Signatures

/s/ Sherry
Houtkin 02/05/2009
 **Signature of Date
Reporting Person

/s/ Brad Houtkin 02/05/2009
 **Signature of Date
Reporting Person

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) All of the foregoing transactions were effected prior to Mr. Houtkin's death (07/25/08) and reflect shares in which he had a beneficial ownership, other than shares beneficially owned by his spouse, Sherry Houtkin, which are reported herein by Mrs. Houtkin.

Remarks:

Mr. Houtkin passed away July 25, 2008. On that date, he ceased to be a 10% owner and was no longer subject to Section 16.

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.