

STARRETT DOUGLAS A  
Form 5  
July 26, 2011

**FORM 5**

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

OMB APPROVAL

OMB Number: 3235-0362  
Expires: January 31, 2005  
Estimated average burden hours per response... 1.0

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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 \*  
STARRETT DOUGLAS A

(Last) (First) (Middle)

C/O THE L. S. STARRETT COMPANY, 121 CRESCENT STREET

(Street)

ATHOL, MA 01331

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
STARRETT L S CO [SCX]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
06/30/2011

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)  
President/CFO

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  |  |  |                                   |
| The L. S. Starrett Company Common Stock Class A | ^                                    | ^  | ^                              | ^ ^ ^   | 50   | I  | By Spouse                         |
| The L. S. Starrett                              | ^                                    | ^  | ^                              | ^ ^ ^   | 264  | I  | By Custodial                      |

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|   |            |   |   |       |   |            |                        |   |                 |  |
|---|------------|---|---|-------|---|------------|------------------------|---|-----------------|--|
| Company<br>Common<br>Stock Class<br>A                         |            |   |   |       |   |            |                        |   |                 |  |
| The L.S.<br>Starrett<br>Class A<br>Common<br>Stock            | Â          | Â | Â | Â     | Â | Â          | 17,685                 | I | By Trust        |  |
| The L.S.<br>Starrett<br>Company<br>Class B<br>Common<br>Stock | Â          | Â | Â | Â     | Â | Â          | 45,004                 | D | Â               |  |
| The L.S.<br>Starrett<br>Company<br>Class B<br>Common<br>Stock | 05/19/2011 | Â | P | 2,000 | A | \$<br>7.51 | 45,004                 | D | Â               |  |
| The L. S.<br>Starrett Co<br>Class B<br>Common<br>Stock        | Â          | Â | Â | Â     | Â | Â          | 50                     | I | By Spouse       |  |
| The L. S.<br>Starrett Co<br>Class B<br>Common<br>Stock        | Â          | Â | Â | Â     | Â | Â          | 400                    | I | By<br>Custodial |  |
| The L. S.<br>Starrett Co<br>Class B<br>Common<br>Stock        | Â          | Â | Â | Â     | Â | Â          | 1,545                  | I | By Trust        |  |
| The L. S.<br>Starrett Co.<br>Class<br>Common<br>Stock         | Â          | Â | Â | Â     | Â | Â          | 8,009                  | D | Â               |  |
| The L. S.<br>Starrett Co<br>Class A<br>Common<br>Stock        | Â          | Â | Â | Â     | Â | Â          | 528,444 <sup>(1)</sup> | I | By Trust<br>(2) |  |

The L.S.  
Starrett  
Company  
Class B  
Common  
Stock

Â Â Â Â Â Â 178,597 (2) I

By Trust  
(1)

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

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SEC 2270  
(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. of D Se B O E Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------------------------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------------------------|

  

| Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------------------|-----------------|-------|----------------------------|
| (A) (D)          |                 |       |                            |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                 |       |
|--|---------------|-----------|-----------------|-------|
|  | Director      | 10% Owner | Officer         | Other |
| STARRETT DOUGLAS A<br>C/O THE L. S. STARRETT COMPANY<br>121 CRESCENT STREET<br>ATHOL, MA 01331 | Â             | Â         | Â President/CFO | Â     |

## Signatures

Douglas A Starrett 07/26/2011

\*\*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) 528,444 shares held in The L. S. Starrett Co. Employee Stock Ownership Plan & Trust of which Mr. Starrett is a Trustee.
- (2) 178,597 shares held in The L.S. Starrett Co. Employee Stock Ownership Plan & Trust of which Mr. Starrett is a Trustee.

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