

WINLAND ELECTRONICS INC

Form 10QSB/A

August 12, 2002

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

FORM 10-QSB/A-1

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)
OF
THE SECURITIES EXCHANGE ACT OF 1934

For the Quarter Ended June 30, 2002

Commission File Number: 0-18393

WINLAND ELECTRONICS, INC.
(Name of small business issuer in its charter)

Minnesota
(state or other jurisdiction of
incorporation or organization)

41-0992135
(I.R.S. Employer
Identification Number)

1950 Excel Drive, Mankato, Minnesota 56001
(Address of principal executive offices)

(507) 625-7231
(Issuer's telephone number)

Securities registered pursuant to Section 12(b) of the Exchange Act:

<u>Title of Each Class</u>	<u>Name of Exchange</u>
Common Stock, \$.01 par value	American Stock Exchange

Securities registered pursuant to Section 12(g) of the Exchange Act: None

Check whether the Issuer (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Issuer was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

There were 2,967,692 shares of Common Stock, \$.01 par value, outstanding as of July 25, 2002.

Transitional Small Business Disclosure Format (check one): Yes No

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SIGNATURES

EXHIBIT INDEX TO FORM 10-QSB/A-1

EX-99.1 Certification of Chief Executive Officer

EX-99.2 Certification of Chief Financial Officer

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Winland Electronics, Inc. hereby amends Item 6 of Part II of its Form 10-QSB for the quarter ended June 30, 2002 solely to include Exhibits 99.1 and 99.2, the certifications required by Section 906 of the Sarbanes-Oxley Act of 2002, which became effective on July 30, 2002.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

- (a) **Exhibits.** See Exhibit Index immediately following the signature page.
- (b) **Reports on Form 8-K.** One report on Form 8-K was filed during the quarter ended June 30, 2002. This report, filed in April 2002, announced the postponement of the annual meeting.

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SIGNATURES

Pursuant to the requirements of Section 13 of the Securities Exchange Act of 1934, the Company has caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

WINLAND ELECTRONICS, INC.
(Company)

Dated: August 6, 2002

/s/ Lorin E. Krueger

Lorin E. Krueger, President and Chief Executive
Officer (Principal Executive Officer)

/s/ Jennifer A. Thompson

Jennifer A. Thompson, Chief Financial Officer
(Principal Financial and Accounting Officer)

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**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

EXHIBIT INDEX TO FORM 10-QSB/A-1

**For the fiscal quarter ended
June 30, 2002**

Commission File No. 0-18393

WINLAND ELECTRONICS, INC.

<u>Exhibit No.</u>	<u>Description</u>
10.1**	Amendment to Employment Agreement dated March 25, 2002 between the Company and Kirk P. Hankins*
10.2**	Employment Agreement dated April 8, 2002 between the Company and Dale Nordquist*
99.1	Certification of Chief Executive Officer
99.2	Certification of Chief Financial Officer

*Management agreement or compensatory plan or arrangement.

**Previously filed with Form 10-QSB for quarter ended June 30, 2002.