

ESSEX CORP  
Form 4  
May 17, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
MOODISPAW LEONARD E

(Last) (First) (Middle)  
9150 GUILFORD ROAD  
(Street)

COLUMBIA, MD 21046

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
ESSEX CORP [KEYW]

3. Date of Earliest Transaction (Month/Day/Year)  
05/15/2006

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)  
Pres, CEO & Chairman

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)	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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Essex Corporation Common Stock	05/15/2006		P		1,000 A \$ 17.2	14,388	D
Essex Corporation Common Stock						48,062	I 401K

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**

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

**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. P	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (ISO)	\$ 3.61					<u>(1)</u>	05/18/2013	Common Stock	30,000
Stock Option (ISO)	\$ 2.36					<u>(2)</u>	11/12/2012	Common Stock	30,000
Stock Option (NSO)	\$ 6.07					<u>(3)</u>	10/02/2011	Common Stock	25,000
Stock Option (NSO)	\$ 2.04					<u>(4)</u>	09/05/2010	Common Stock	100,000
Stock Option (ISO)	\$ 1					<u>(5)</u>	04/12/2009	Common Stock	45,000
Stock Option (NSO)	\$ 1					<u>(6)</u>	06/08/2008	Common Stock	75,000
Stock Option (NSO)	\$ 3					<u>(7)</u>	01/30/2007	Common Stock	30,000
Stock Option (NSO)	\$ 3.96					01/23/2001	01/22/2011	Common Stock	60,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOODISPAW LEONARD E 9150 GUILFORD ROAD COLUMBIA, MD 21046	X		Pres, CEO & Chairman	

## Signatures

Leonard E.  
Moodispaw 04/17/2006

    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) 15,000 shares exercisable on 5/19/2003; 15,000 shares exercisable on 5/19/2004
- (2) 15,000 shares exercisable on 11/13/2002; 15,000 shares exercisable on 11/13/2003
- (3) 12,500 shares exercisable on 10/03/2001; 12,500 shares exercisable on 10/03/2002
- (4) 50,000 shares exercisable on 9/06/2000; 50,000 shares exercisable on 9/06/2001
- (5) 20,000 shares exercisable on 4/13/1999; 15,000 shares exercisable on 4/13/2000; 10,000 shares exercisable on 4/13/2001  
7,500 shares exercisable on 7/01/1998; 7,500 shares exercisable on 8/01/1998; 7,500 shares exercisable on 9/01/1998; 7,500 shares exercisable on 10/01/1998; 7,500 shares exercisable on 11/01/1998; 7,500 shares exercisable on 12/01/1998; 7,500 shares exercisable on 1/01/1999; 7,500 shares exercisable on 2/01/1999; 7,500 shares exercisable on 3/01/1999; 7,500 shares exercisable on 4/01/1999
- (7) 10,000 shares exercisable on 06/30/1997; 10,000 shares exercisable on 06/30/1998; 10,000 shares exercisable on 6/30/1999

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.