

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2006-01-05** | Period of Report: **2006-01-04**
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ISSUER

BIO LOGIC SYSTEMS CORP

CIK: **355007** | IRS No.: **363025678** | State of Incorporation: **DE** | Fiscal Year End: **0228**
SIC: **3845** Electromedical & electrotherapeutic apparatus

Mailing Address
*ONE BIO LOGIC PLAZA
MUNDELEIN IL 60060*

Business Address
*ONE BIO LOGIC PLAZA
MUNDELEIN IL 60060
847-949-5200*

REPORTING OWNER

HANLEY MICHAEL J

CIK: **1265996**
Type: **4** | Act: **34** | File No.: **000-12240** | Film No.: **06514771**

Mailing Address
*C/O BIO-LOGIC SYSTEMS
CORP.
ONE BIO-LOGIC PLAZA
MUNDELEIN IL 60060*

Business Address
*C/O BIO LOGIC SYSTEMS
CORP
MUNCELEIN IL 60060
847-949-5200 EXT 354*

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 HANLEY MICHAEL J			2. Issuer Name and Ticker or Trading Symbol BIO LOGIC SYSTEMS CORP [BLSC]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Corporate Controller		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/04/2006					
C/O BIO-LOGIC SYSTEMS CORP., ONE BIO-LOGIC PLAZA								
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
MUNDELEIN, IL 60060								
(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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/04/2006		<u>M</u>		4,500	A	\$3.3667	4,500	D	
Common Stock	01/04/2006		<u>M</u>		24,000	A	\$3.1133	28,500	D	
Common Stock	01/04/2006		<u>M</u>		1,500	A	\$2.1667	30,000	D	
Common Stock	01/04/2006		<u>M</u>		3,000	A	\$3.1267	33,000	D	
Common Stock	01/05/2006		<u>D</u>		33,000	D	(1)	0	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$3.3667	01/04/2006		<u>M</u>			4,500	(2)	03/01/2011	Common Stock	4,500	\$ 0	0	D	

Stock Option (Right to Buy)	\$3.1133	01/04/2006		<u>M</u>		24,000	(2)	07/23/2011	Common Stock	24,000	\$ 0	0	D
Stock Option (Right to Buy)	\$2.1667	01/04/2006		<u>M</u>		1,500	(2)	11/15/2012	Common Stock	1,500	\$ 0	0	D
Stock Option (Right to Buy)	\$3.1267	01/04/2006		<u>M</u>		3,000	(2)	09/23/2013	Common Stock	3,000	\$ 0	0	D

Explanation of Responses:

1. Disposed of pursuant to the merger agreement among Issuer, Natus Medical Incorporated and Summer Acquisition Corporation, in which each share of common stock of the Issuer was exchanged for \$8.77 in cash, without interest, on the effective date of the merger.
2. These options became fully vested upon Issuer stockholder approval of the merger on January 4, 2006.

Signatures

/s/ Michael J. Hanley

** Signature of Reporting Person

01/05/2006

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.