

SECURITIES AND EXCHANGE COMMISSION

FORM 10-C

Form filed by an issuer whose securities are quoted on the Nasdaq interdealer quotation system. This form is used to report any change that exceeds five percent in the number of shares of the class outstanding and any change in the name of the issuer.

Filing Date: **1995-05-10** | Period of Report: **1995-05-02**
SEC Accession No. **0000914233-95-000009**

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FILER

LARSON DAVIS INC

CIK: **789851** | IRS No.: **870429944** | State of Incorporation: **NV** | Fiscal Year End: **0630**
Type: **10-C** | Act: **34** | File No.: **001-10013** | Film No.: **95536276**
SIC: **3829** Measuring & controlling devices, nec

Mailing Address
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8013750177

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-C

Report by Issuer of Securities Quoted on NASDAQ
Interdealer Quotation System

Filed pursuant to Section 13 or 15(d) of the Securities Exchange Act of
1934 and Rule 13a-176 or 15d-17 thereunder

LARSON DAVIS INCORPORATED
(Exact name of issuer as specified in charter)

1681 West 820 North, Provo, Utah 84601
(Address of principal executive offices)

Issuer's telephone number, including area code
(801) 375-0177

I. CHANGE IN NUMBER OF SHARES OUTSTANDING

Indicate any change (increase or decrease) of 5% or more in the
number of shares outstanding:

- | | | |
|---|--------------|-----------|
| 1. Title of security | Common Stock | |
| 2. Number of shares outstanding before the change | | 6,148,469 |
| 3. Number of shares outstanding after the change | | 6,518,469 |
| 4. Effective date of change | May 2, 1995 | |
| 5. Method of change: | | |

Specify method (such as merger, acquisition, exchange,
distribution, stock split, reverse split, acquisition of stock for
treasury, etc.): Issuance of stock for equity.

Give brief description of transaction: Placement of Common Stock
in transaction exempt from the registration requirements of the
Securities Act of 1933, as amended.

II. CHANGE IN NAME OF ISSUER

1. Name prior to change
2. Name after change

3. Effective date of charter amendment changing name
4. Date of shareholder approval of change, if required

Date: May 10, 1995

LARSON DAVIS INCORPORATED

By /s/ Dan J. Johnson
Dan J. Johnson, Vice-President