

Swenson Nicholas John  
Form SC 13D/A  
December 27, 2011

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 3)\***

PRO-DEX, INC.

(Name of Issuer)

Common Stock, no par value

(Title of Class of Securities)

74265M205

(CUSIP Number)

Nicholas Swenson  
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With a copy to:

Frank Vargas, Esq.  
Gray Plant Mooty  
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(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

September 19, 2011

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the Notes).

CUSIP No. 74265M205

NAMES OF REPORTING PERSONS

1

Nicholas Swenson

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)   
(b)

3

SEC USE ONLY

4

SOURCE OF FUNDS (SEE INSTRUCTIONS)

PF

5

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6

CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

NUMBER OF SHARES 456,332 shares

BENEFICIALLY 8 OWNED BY SHARED VOTING POWER

EACH 0 shares

REPORTING  
PERSON  
WITH

9 SOLE DISPOSITIVE POWER

456,332 shares

10 SHARED DISPOSITIVE POWER

0 shares

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

456,332 shares

12 CHECK IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES (SEE  
INSTRUCTIONS)

o

13 PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

13.9%

14 TYPE OF REPORTING PERSON (SEE  
INSTRUCTIONS)

IN

**Item 1. Security and Issuer.**

This statement relates to shares of the Common Stock, no par value, of Pro-Dex, Inc., a Colorado corporation (the "Issuer"). The address of the principal executive offices of the Issuer is 2361 McGaw Avenue, Irvine, California 92614.

**Item 2. Identity and Background.**

- (a) Nicholas Swenson
- (b) Address: 3033 Excelsior Blvd., Suite 560  
Minneapolis, MN 55416
- (c) Principal Business: Private Investor
- (f) Citizenship: United States

No person described herein has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

No person described herein has, during the last five years, been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violations with respect to such laws.

**Item 3. Source and Amount of Funds or Other Consideration.**

The source of the funds used for purchases is the personal investment capital of Nicholas Swenson (the "Reporting Person").

**Item 4. Purpose of Transaction.**

The securities disclosed herein were, at the time of purchase, acquired for investment purposes in the ordinary course of business.

Except as set forth in this Item 4, the Reporting Person has no present plans or proposal that relates to or would result in any of the matters set forth in subparagraphs (a)-(j) of Item 4 of Schedule 13D. The Reporting Person has in the past and intends to continue in the future to review his whole portfolio, including this Issuer and depending on a number of factors, including, without limitation, the Issuer's Common Stock price, conditions in the stock market and Issuer's industry and general economic conditions and may take actions as he feels appropriate, including, without limitation, purchasing additional shares of Common Stock or selling some or all of his shares or to change his intentions with respect to any and all matters discussed in Item 4.

**Item 5. Interests in Securities of the Issuer.**

(a) The Reporting Person beneficially owns 456,322 shares of the outstanding Common Stock of the Issuer, representing approximately 13.9% of the Common Stock (based on 3,272,350 shares of Common Stock outstanding as reported in the Issuer's Form 10-Q for the quarterly period ended September 30, 2011).

(b) The Reporting Person does not share voting and dispositive power with respect to any shares of Common Stock.

(c) The following purchases of Common Stock have occurred in the last sixty days:

Name	Trade Date	Number of	Price Per Share	Where and How
		Shares	Transaction was	Effectuated
Reporting Person	10/28/2011	3,594	\$2.20	Open market purchase
Reporting Person	11/28/2011	41,700	\$2.318*	Open market purchase
Reporting Person	11/29/2011	4,587	\$2.36*	Open market purchase
Reporting Person	12/01/2011	7,823	\$2.46	Open market purchase
Reporting Person	12/01/2011	200	\$2.48	Open market purchase
Reporting Person	12/02/2011	200	\$2.395	Open market purchase
Reporting Person	12/02/2011	300	\$2.40	Open market purchase
Reporting Person	12/02/2011	200	\$2.41	Open market purchase
Reporting Person	12/02/2011	339	\$2.42	Open market purchase
Reporting Person	12/14/2011	2,134	\$2.11*	Open market purchase
Reporting Person	12/15/2011	1,589	\$2.11*	Open market purchase
Reporting Person	12/16/2011	12,131	\$2.18*	Open market purchase
Reporting Person	12/19/2011	3,436	\$2.09	Open market purchase
Reporting Person	12/21/2011	6,100	\$2.16*	Open market purchase
Reporting Person	12/22/2011	30,400	\$2.30*	Open market purchase

**Explanation of Responses:**

The Reporting Person undertakes, upon request by the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer, to provide full information regarding the number of shares purchased at each separate price. The transactions effected on November 28, 2011 occurred at prices ranging from \$2.30 to \$2.33. The transactions effected on November 29, 2011 occurred at prices ranging from \$2.34 to \$2.38. The transactions effected on December 14, 2011 occurred at prices ranging from \$2.11 to \$2.1165. The transactions effected on \*December 15, 2011 occurred at prices ranging from \$2.11 to \$2.15. The transactions effected on December 16, 2011 occurred at prices ranging from \$2.18 to \$2.21. The transactions effected on December 21, 2011 occurred at prices ranging from \$2.1416 to \$2.18. The transactions effected on December 22, 2011 occurred at prices ranging from \$2.2519 to \$2.33.

(d) Not applicable.

(e) Not applicable.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.**

The Reporting Person has not entered into any contract, arrangement, understanding or relationship (legal or otherwise) with any person with respect to any securities of the Issuer.

**Item 7. Material to be Filed as Exhibits.**

N/A



**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: December 27, 2011

/s/ Nicholas Swenson

Nicholas Swenson

**Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001).**