

HILL RICHARD G

Form 4/A

April 14, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
HILL RICHARD G

(Last) (First) (Middle)

90 TAYLOR DRIVE, PO BOX 748

(Street)

NORTH
 TONAWANDA, NY 14120-0748

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
 Symbol
TAYLOR DEVICES INC [TAYD]

3. Date of Earliest Transaction
 (Month/Day/Year)
04/11/2006

4. If Amendment, Date Original
 Filed(Month/Day/Year)
04/12/2006

5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

☐ X Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Vice President

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	04/11/2006		M		5,000	A \$ 5.75	57,323 D
Common Stock	04/11/2006		M		5,000	A \$ 2.39	62,323 D
Common Stock	04/11/2006		M		5,000	A \$ 2.25	67,323 D
Common Stock	04/11/2006		M		5,000	A \$ 2.875	72,323 D
Common Stock	04/11/2006		F		8,699	D \$ 7.625	63,624 D

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Common Stock 04/12/2006 S 5,000 D \$ 7.8 58,624 D

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

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(9-02)

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. Amount or Number of Shares	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 5.75	04/11/2006		M		5,000		04/18/2002	04/18/2012	Common Stock	5,000
Stock Option (Right to Buy)	\$ 2.39	04/11/2006		M		5,000		04/18/2003	04/18/2013	Common Stock	5,000
Stock Option (Right to Buy)	\$ 2.25	04/11/2006		M		5,000		04/18/2004	04/18/2014	Common Stock	5,000
Stock Option (Right to Buy)	\$ 2.875	04/11/2006		M		5,000		04/18/2005	04/18/2015	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
X Vice President

HILL RICHARD G
90 TAYLOR DRIVE
PO BOX 748
NORTH TONAWANDA, NY 14120-0748

Signatures

/s/Richard G.
Hill

04/14/2006

__Signature of
Reporting Person

Date

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).

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

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