

Swenson Nicholas John  
Form SC 13D/A  
August 30, 2011

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

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934  
(Amendment No. 5 ) <sup>(1)</sup>**

ELECTRO-SENSORS, INC.

(Name of Issuer)

Common Stock, par value \$0.10

(Title of Class of Securities)

285233 10 2

(CUSIP Number)

Nicholas Swenson  
3033 Excelsior Blvd., Suite 560  
Minneapolis, MN. 55416  
Telephone: (612) 353-6380

With a copy to:

Edgar Filing: Swenson Nicholas John - Form SC 13D/A

Frank Vargas, Esq.  
Gray Plant Mooty  
500 IDS Center  
Minneapolis, MN 55402  
Telephone: (612) 632-3420

(Name, Address and Telephone Number of Person Authorized  
to Receive Notices and Communications)

August 25, 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 §13d-7 for other parties to whom copies are to be sent.

<sup>(1)</sup> 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 the disclosures provided in a prior cover page.

The information required in 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. 285233 10 2

NAMES OF REPORTING  
PERSONS

1

Nicholas Swenson

CHECK THE  
APPROPRIATE BOX IF A  
MEMBER OF A GROUP  
(SEE INSTRUCTIONS) Not  
applicable

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS\*  
(SEE INSTRUCTIONS)

4

PF

CHECK BOX IF  
DISCLOSURE OF LEGAL  
PROCEEDINGS IS  
REQUIRED  
PURSUANT TO ITEMS 2(d)  
OR 2(e) Not applicable

5

CITIZENSHIP OR PLACE  
OF ORGANIZATION

6

United States

Number of Shares Beneficially Owned By Each	7	SOLE VOTING POWER  396,241
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Reporting Person With	shares
<b>8</b>	SHARED VOTING POWER  0 shares
<b>9</b>	SOLE DISPOSITIVE POWER  396,241 shares
<b>10</b>	SHARED DISPOSITIVE POWER  0 shares

**11** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON

396,241 shares

**12** CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11)  
EXCLUDES  
CERTAIN  
SHARES (SEE  
INSTRUCTIONS)      0

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

11.7%

**14** TYPE OF  
REPORTING

PERSON (SEE  
INSTRUCTIONS)

IN

Item 1. Security and Issuer.

This statement relates to shares of the Common Stock, par value \$0.10 per share, of Electro-Sensors Inc., a Minnesota corporation (the "Issuer"). The address of the principal executive offices of the Issuer is 6111 Blue Circle Drive, Minnetonka, Minnesota 55343.

Item 2. Identity and Background.

1)(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.

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, Mr. Swenson 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 instructions to Schedule 13D. Mr. Swenson has reviewed in the past, and intends to continue to review in the future, his whole investment 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, he 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) Mr. Swenson owns 396,241 shares of the outstanding Common Stock of the issuer, representing approximately 11.7% of the Common Stock (based on 3,389,577 shares of Common Stock outstanding as reported in the Issuer's Form 10-Q, for the period ended June 30, 2011):

(b) Mr. Swenson does not share voting or dispositive power with respect to any shares.

(c) Set forth below is a list of open market purchases which have been effected by Mr. Swenson in the last sixty days:

Trade Date	Number of Shares	Average Price Per Share
7/11/2011	377	\$4.5
8/25/2011	25,254	\$4.0298

(d) Not applicable.

(e) Not applicable.

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

There are no contracts, arrangements, understandings or relationships (legal or otherwise) among the person named in Item 2 and 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 his/its knowledge and belief, each of the undersigned hereby certifies that the information set forth in this Schedule is true, complete and correct.

Dated: August 30, 2011

/s/  
Nicholas  
Swenson

Nicholas  
Swenson

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