

INNOVATIVE SOLUTIONS & SUPPORT INC
 Form 4
 October 05, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
RAU ROBERT H

2. Issuer Name and Ticker or Trading Symbol
INNOVATIVE SOLUTIONS & SUPPORT INC [ISSC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
10/04/2006

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

720 PENNSYLVANIA DRIVE

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

EXTON, PA 19341

(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 Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock ⁽¹⁾	10/04/2006		A	2,772 A \$ 0	29,426	D	

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

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 control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: INNOVATIVE SOLUTIONS & SUPPORT INC - Form 4

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	---

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RAU ROBERT H 720 PENNSYLVANIA DRIVE EXTON, PA 19341		X		

Signatures

/s/ James J. Reilly By James J. Reilly, Attorney in fact for Robert H. Rau. 10/04/2006

__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).

(1) Subject to vesting in four equal installments at the end of each quarter of the fiscal year.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

01/27/2001	01/26/2010	Common Stock	7,500	5,000	D	Non-Qualified Stock Option	\$ 28.69
02/07/2002	02/06/2011	Common Stock	12,000	12,000	D	Non-Qualified Stock Option	\$ 36.59
02/06/2003	02/05/2012	Common Stock	10,000	10,000	D	Non-Qualified Stock Option	\$ 36.31
02/05/2004	02/04/2013	Common Stock	10,000	10,000	D	Non-Qualified Stock Option	\$ 53.1
02/11/2005	02/10/2014	Common Stock	7,000	7,000	D	Non-Qualified Stock Option	\$ 55.23
02/10/2006	02/09/2015	Common Stock	6,600	6,600	D	Non-Qualified Stock Option	\$ 39.43
02/20/2007	02/19/2016	Common Stock	7,000	7,000	D	Non-Qualified Stock Option	\$ 47.27
02/14/2008	02/13/2017	Common Stock	6,500	6,500	D	Common Stock	\$ 25.53
	02/13/2009						\$ 02/12/2018

Common Stock 6,500 6,500 D

Reporting Owners

Reporting Owner Name / Address	Relationships
--------------------------------	---------------

Edgar Filing: INNOVATIVE SOLUTIONS & SUPPORT INC - Form 4

Director 10% Owner Officer Other

WARREN ROBERT J
DIEBOLD, INCORPORATED
5995 MAYFAIR ROAD
NORTH CANTON, OH 44720

VP, CorpDev & Finance

Signatures

J. Wm. Sekula, Att'y.-in-fact for Robert J.
Warren

02/09/2009

__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).
- (1) Number of 401(k) shares owned as of most recent statement; fractional shares have been omitted.
- (2) Reflects delivery of performance shares earned for performance period 2/6/2002-2/5/2009 under the 1991 Equity and Performance Incentive Plan, as amended, and withholding of shares pursuant to tax withholding right.
- (3) Number includes restricted stock units

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.