

ASTRO MED INC /NEW/

FORM DEF 14A (Proxy Statement (definitive))

Filed 4/10/1995 For Period Ending 5/2/1995

Address	600 E GREENWICH AVE WEST WARWICK, Rhode Island 02893
Telephone	401-828-4000
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Industry	Computer Peripherals
Sector	Technology
Fiscal Year	01/31

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement Confidential, for Use of the Commission
Only (as permitted by Rule 14a-6(e)(2))
 Definitive Proxy Statement
 Definitive Additional Materials

Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12

ASTRO-MED, INC.

(Name of Registrant as Specified In Its Charter)

.....
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

\$125 per Exchange Act Rules 0-11(c)(1)(ii), 14a-6(i)(1), or 14a-6(i)(2) or

Item 22(a)(2) of Schedule 14A.

\$500 per each party to the controversy pursuant to Exchange Act Rule 14a- 6(i)(3).

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1) Title of each class of securities to which transaction applies:

.....

2) Aggregate number of securities to which transaction applies:

.....

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

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4) Proposed maximum aggregate value of transaction:

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1) Amount Previously Paid:

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2) Form, Schedule or Registration Statement No.:

.....

3) Filing Party:

.....

4) Date Filed:

.....

**ASTRO-MED, INC.
ASTRO-MED INDUSTRIAL PARK
600 EAST GREENWICH AVENUE
WEST WARWICK, RHODE ISLAND 02893**

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
MAY 2, 1995**

To the Shareholders of
Astro-Med, Inc.:

Notice is hereby given that the 1995 Annual Meeting of Shareholders of Astro-Med, Inc. (the "Company") will be held at the offices of the Company, Astro-Med Industrial Park, 600 East Greenwich Avenue, West Warwick, Rhode Island on Tuesday, May 2, 1995, beginning at 10:00 A.M., for the purpose of considering and acting upon the following:

- (1) Electing five directors to serve until the next annual meeting of shareholders or until their successors are elected and have qualified.
- (2) Transacting such other business as may properly come before the meeting.

The close of business on March 24, 1995 has been fixed as the record date for determining shareholders entitled to vote at the Annual Meeting or any adjournment thereof.

By Order of the Board of Directors

Jacques V. Hopkins
Secretary

April 10, 1995

Kindly fill in, date and sign the enclosed proxy and promptly return it in the enclosed addressed envelope, which requires no postage if mailed in the United States. If you are personally present at the meeting, the proxy will not be used without your consent.

ASTRO-MED, INC.

PROXY STATEMENT

ANNUAL MEETING OF SHAREHOLDERS

MAY 2, 1995

SOLICITATION AND REVOCATION OF PROXIES

The accompanying proxy is solicited by the Board of Directors of Astro-Med, Inc. (herein called the "Company") in connection with the annual meeting of shareholders to be held May 2, 1995. The Company will bear the cost of such solicitation. It is expected that the solicitation of proxies will be primarily by mail. Proxies may also be solicited personally by regular employees of the Company at nominal cost. The Company may reimburse brokerage houses and other custodians, nominees and fiduciaries holding stock for others in their names, or in those of their nominees, for their reasonable out-of-pocket expenses in sending proxy material to their principals or beneficial owners and obtaining their proxies. Any shareholder giving a proxy has the power to revoke it at any time prior to its exercise, but the revocation of a proxy will not be effective until notice thereof has been given to the Secretary of the Company. Every properly signed proxy will be voted in accordance with the specification made thereon. This proxy statement and the accompanying proxy are expected to be first sent to shareholders on or about April 10, 1995.

ELECTION OF DIRECTORS

At the annual meeting, five directors are to be elected to hold office until the next annual meeting or until their respective successors are elected and qualified. The persons named in the accompanying proxy, who have been designated by the Board of Directors, intend to vote, unless otherwise instructed, for the election to the Board of Directors of the persons named below, all of whom are now directors of the Company. Certain information concerning such nominees is set forth below:

NAME AND AGE -----	BUSINESS EXPERIENCE DURING PAST FIVE YEARS -----	DIRECTOR SINCE -----
Albert W. Ondis (69).....	Chairman of the Company.	1969
Everett V. Pizzuti (59).....	President of the Company.	1985
Jacques V. Hopkins (64).....	Partner, Hinckley, Allen & Snyder (Attorneys-at-Law).	1969
Hermann Viets, Ph.D. (52).....	President, Milwaukee School of Engineering (since 1991); Dean, College of Engineering, University of Rhode Island.	1988
Neil K. Robertson (57).....	Independent investment research consultant.	1991

Mr. Ondis is also a director of AMTROL Inc., a manufacturer of water systems products.

VOTING AT MEETING

Only shareholders of record at the close of business on March 24, 1995 will be entitled to vote at the meeting. On the record date, there were 5,040,953 shares of common stock of the Company outstanding. There was no other outstanding class of voting securities. Each shareholder has one vote for every share owned.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth as of March 24, 1995 (except as noted) the record and beneficial ownership of the Company's outstanding shares of common stock by each person who is known to the Company to own of record or beneficially more than five percent of such stock, by each director of the Company, by each executive officer named in the Summary Compensation Table and by all directors and officers of the Company as a group:

TITLE OF CLASS	NAME OF BENEFICIAL OWNER	NUMBER OF SHARES BENEFICIALLY OWNED	PERCENT OF CLASS
Common Stock.....	Albert W. Ondis 600 East Greenwich Avenue West Warwick, Rhode Island	1,522,175(1)	30.1%
Common Stock.....	Quest Advisory Corp. 1414 Avenue of the Americas New York, New York	449,450(2)	8.9%
Common Stock.....	Everett V. Pizzuti 600 East Greenwich Avenue West Warwick, Rhode Island	296,065(3)	5.8%
Common Stock.....	Jacques V. Hopkins	59,582(4)	1.2%
Common Stock.....	Hermann Viets	11,612(5)	*
Common Stock.....	Neil K. Robertson	18,000(6)	*
Common Stock.....	Eugene S. Libby	42,109(7)	*
Common Stock.....	David M. Gaskill	117,278(8)	2.3%
Common Stock.....	Elias G. Deeb	34,244(9)	*
Common Stock.....	All directors and officers of the Company as a group	2,154,895(10)	40.1%

* Less than 1%

(1) Includes 3,791 shares held by children, 91,061 shares held by Mr. Ondis' wife as custodian for children, 18,000 shares deemed to be beneficially owned because of exercisable options to acquire shares and 1,679 shares allocated to his account under the Company's Employee Stock Ownership Plan.

(2) Quest Advisory Corp., a registered investment advisor, is deemed to have beneficial ownership of the number of shares shown as of December 31, 1994.

(3) Includes 4,975 shares held by children, 98,775 shares deemed to be beneficially owned because of exercisable options to acquire shares and 1,561 shares allocated to his account under the Company's Employee Stock Ownership Plan.

(4) Includes 6,750 shares held by Mr. Hopkins' wife, 39,900 shares held as trustee of a trust for the benefit of children of Mr. Ondis and 6,182 shares held as custodian for children of Mr. Ondis.

(5) Includes 112 shares held by Dr. Viets as custodian for a child.

(6) Includes 18,000 shares held by Mr. Robertson as trustee of a living trust of his.

(7) Includes 23,000 shares deemed to be beneficially owned because of exercisable options to acquire shares and 1,109 shares allocated his account under the Company's Employee Stock Ownership Plan.

(Footnotes continued on following page)

(Footnotes continued from preceding page)

(8) Includes 7,500 shares held by Mr. Gaskill's wife, 30,000 shares deemed to be beneficially owned because of exercisable options to acquire shares and 1,278 shares allocated to his account under the Company's Employee Stock Ownership Plan.

(9) Includes 313 shares held by Mr. Deeb's wife, 91 shares held by a child, 18,250 shares deemed to be beneficially owned because of exercisable options to acquire shares and 1,051 shares allocated to his account under the Company's Employee Stock Ownership Plan.

(10) Includes 228,775 shares deemed to be beneficially owned because of exercisable options to acquire shares and 8,230 shares allocated to the accounts of officers under the Company's Employee Stock Ownership Plan.

EXECUTIVE COMPENSATION

The following table shows the total annual compensation paid or accrued, together with other information, for the Chief Executive Officer and each of the four most highly compensated executive officers of the Company whose total annual salary and bonus for the fiscal year ended January 31, 1995 exceeded \$100,000.

SUMMARY COMPENSATION TABLE

NAME AND PRINCIPAL POSITION	FISCAL	SALARY(\$)	BONUS(\$)	OTHER ANNUAL	SECURITIES	ALL OTHER
	YEARS				UNDERLYING	
	ENDED			COMPENSATION(\$)(1)	OPTIONS	COMPENSATION(\$)(2)
	JANUARY 31				GRANTED(#)	
Albert W. Ondis.....	1995	\$216,687	\$ --	\$--	15,000	\$5,274
Chairman, Chief Execu-	1994	207,720	--	--	3,000	5,283
tive	1993	192,530	28,500	--	--	6,223
Officer						
Everett V. Pizzuti.....	1995	192,247	--	--	15,000	4,963
President, Chief	1994	181,643	--	--	7,000	5,058
Operating	1993	168,676	28,500	--	--	5,929
Officer						
Eugene S. Libby.....	1995	136,114	--	--	7,500	3,884
Vice President and	1994	129,587	--	--	5,000	4,078
Treasurer, Chief Finan-	1993	119,954	10,500	--	--	4,663
cial Officer						
David M. Gaskill.....	1995	119,379	--	--	10,000	2,500
Vice President--Re-	1994	116,279	--	--	5,000	2,678
search and	1993	104,519	13,500	--	--	3,356
Development						
Elias G. Deeb.....	1995	104,008	--	--	7,500	2,843
Vice President--Media	1994	98,423	--	--	3,000	3,037
Products	1993	88,827	10,500	--	--	3,785

(1) Amounts of Other Annual Compensation aggregated less than 10% of the total annual salary and bonus for each individual.

(2) Amounts of All Other Compensation consist of the Company's annual contributions, including matching contributions, to the Astro-Med, Inc. Profit-Sharing Plan and the Astro-Med, Inc. Employee Stock Ownership Plan. Both of these retirement plans are described below.

REPORT ON EXECUTIVE COMPENSATION

Through and including the fiscal year ended January 31, 1995, the Board of Directors has delegated to senior management (the CEO, COO and CFO) the authority to fix compensation (other than stock options as discussed below) for the Company's executives and key employees. Compensation consists of two principal elements (other than stock options): salary and bonus.

EXECUTIVE COMPENSATION PHILOSOPHY. Compensation of the Company's executive officers should link management initiatives with the actual financial performance of the Company. Similarly, the compensation should attract, retain and motivate highly qualified individuals to achieve the Company's business goals and link their interests with shareholder interests.

SALARY. Base salaries for executive officers were established a number of years ago after reviewing compensation for competitive positions at manufacturing companies of comparable size and profitability operating in a similar industry. Base salaries have since been increased at annual rates which approximate the general rates of increase of compensation for all employees of the Company and for generally publicized competitive positions elsewhere in industry.

BONUS. The Company maintains a subjective bonus plus for the purpose of providing incentives in the form of a quarterly cash bonus to officers and other key employees of the Company. Awards are intended to reflect Company profitability, achievement of overall Company objectives and individual performances, considered both in terms of effort and results. The size of the bonus pool and of individual awards may vary, up or down, from year to year. In recent years, an annual bonus pool has been budgeted at approximately \$250,000, but the actual amounts of any bonus payments are determined quarterly. No bonus payments were made in the fiscal years ended January 31, 1994 or 1995.

STOCK OPTIONS. Total executive compensation includes long-term incentives afforded by stock options. Stock option grants are made by the Stock Option Committee of the Board of Directors (consisting of Mr. Robertson and Dr. Viets) upon consideration of recommendations made by senior management. The objectives of option grants are to align the long-term interests of executives and key employees with shareholder interests by creating a strong and direct link between compensation and total shareholder return. In this connection, grants are intended to enable recipients to develop and maintain significant long-term stock ownership in the Company. Stock options are the principal vehicle for the payment of long-term compensation. Grants of stock options reflect subjective considerations of such matters as other compensation and the employee's position in the Company and contributions to the Company.

COMPENSATION OF CHIEF EXECUTIVE OFFICER. Mr. Ondis is eligible to participate in the same executive compensation plans available to other senior executives. Effective in February 1994, his base salary was increased from \$194,000 to \$203,700, representing a 5% increase, deemed consistent with salary increases among executives in similar positions in similar industries. During the year, Mr. Ondis also received an option to purchase 15,000 shares of the Company's Common Stock at an exercise price equal to 110% of the then current fair market value.

DEDUCTIBILITY OF COMPENSATION. Section 162(m) of the Internal Revenue Code limits the deductibility of compensation paid to a public company's five highest paid executive officers to the extent any such officer's annual compensation exceeds \$1,000,000, subject to certain exceptions. The Board of Directors has deferred adopting a policy on this issue as it does not expect the compensation of these individuals to reach relevant levels in the near future.

CONCLUSION. Through the programs described above, the Board of Directors firmly believes a direct link has been established between Astro-Med's financial performance, executive compensation and resultant stock price performance.

Members of the Board:

Albert W. Ondis
Everett V. Pizzuti
Jacques V. Hopkins
Hermann Viets, Ph.D.
Neil K. Robertson

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

As described in the Report on Executive Compensation above, the full Board of Directors functions as a Compensation Committee. Mr. Ondis and Mr. Pizzuti are both executive officers of the Company and members of the Board of Directors.

PERFORMANCE GRAPH

Set forth below is a line graph prepared for the Company by Media General Financial Services to compare the cumulative total return on the Company's common stock against the cumulative total return of a broad equity market index and a peer group index for the period of five fiscal years ended January 31, 1995. The peer group is comprised of nearly 275 companies classified as electronic equipment manufacturers. The total returns assume \$100 invested on February 1, 1990 with reinvestment of dividends.

(GRAPH)

	FISCAL YEARS ENDED JANUARY 31,					
	1990	1991	1992	1993	1994	1995
Astro-Med, Inc.	100	92.11	219.57	235.64	181.50	191.75
NASDAQ Market Index.....	100	89.87	111.00	110.62	139.36	131.70
Peer Group Index.....	100	107.86	135.27	169.91	245.36	258.47

INDEBTEDNESS OF MANAGEMENT

The following information describes loans to directors and executive officers of the Company whose indebtedness to the Company exceeded \$60,000 at any time during the fiscal year ended January 31, 1995.

NAME	LARGEST	AMOUNT
	OF INDEBTEDNESS	OF INDEBTEDNESS
	OUTSTANDING AT	OUTSTANDING AT
	ANY TIME	YEAR END
Albert W. Ondis, Chairman and Director.....	\$321,640	\$321,640
Everett V. Pizzuti, President and Director.....	131,624	131,624

The indebtedness is comprised of unsecured non-interest bearing demand notes for loans made from time to time to the persons named.

PROFIT-SHARING PLAN

The Company has a qualified Profit-Sharing Plan which provides retirement benefits to substantially all employees of the Company and provides for contributions into a trust fund in such amounts as the Board of Directors may annually determine. Each eligible employee shares in contributions on the basis of length of service and relative (limited to \$200,000) compensation.

In addition, participants are permitted to defer up to 15% of their cash compensation and make contributions of such deferral to this Plan through payroll deductions. The Company makes matching contributions equal to 50% of the first percent of compensation contributed and 25% of the second and third percent. The deferrals are made within the limits prescribed by Section 401(k) of the Internal Revenue Code.

The Plan provides for the vesting of 100% of contributions made by the Company to the account of an employee after five years of service. Contributions by an employee are 100% vested immediately. The Company's contributions paid or accrued for the fiscal year ended January 31, 1995 amounted to \$135,000.

EMPLOYEE STOCK OWNERSHIP PLAN

The Company has an Employee Stock Ownership Plan which provides retirement benefits to substantially all employees of the Company. Contributions in such amounts as the Board of Directors may annually determine are allocated among eligible employees on the basis of relative (limited to \$100,000) compensation. Participants are 100% vested in any and all allocations to their accounts. Contributions, which may be in cash or stock, are invested by the Plan's Trustees in shares of common stock of the Company. The Company's contributions paid or accrued for the fiscal year ended January 31, 1995 amounted to \$75,000.

STOCK OPTION PLANS

The Company has a Non-Qualified Stock Option Plan adopted in the fiscal year ended January 31, 1990 under which options for an aggregate of 150,000 shares of common stock may be granted to officers and key employees of the Company at an exercise price of not less than 50% of the market price on the date of grant. No options have been granted under this Plan.

The Company also has an Incentive Stock Option Plan adopted in the fiscal year ended January 31, 1990 under which options for an aggregate of 300,000 shares of common stock were granted to officers and key employees at an exercise price of not less than 100% of the market price on the date of grant. Options for an aggregate of 271,350 shares with exercise prices ranging from \$3.33 to \$14.30 per share were outstanding at January 31, 1995.

In addition, the Company has an Incentive Stock Option Plan adopted in the fiscal year ended January 31, 1994 under which options for an aggregate of 250,000 shares of common stock may be granted to officers and key employees at an exercise price of not less than 100% of the market price on the date of grant. Options for an aggregate of 111,500 shares of common stock were granted during the fiscal year ended January 31, 1995. Options for an aggregate of 111,500 shares with exercise prices ranging from \$10.25 to \$11.28 per share were outstanding at January 31, 1995.

The following tables present certain information concerning stock options granted to and exercised by each executive officer named in the Summary Compensation Table during the fiscal year ended January 31, 1995, and the year-end value of unexercised options held by each of those officers.

OPTION GRANTS IN FISCAL YEAR ENDED JANUARY 31, 1995

NAME	INDIVIDUAL GRANTS				POTENTIAL REALIZABLE VALUE AT ASSUMED ANNUAL RATES OF STOCK PRICE APPRECIATION FOR OPTION TERM(1)	
	SECURITIES UNDERLYING OPTION GRANTS (#)	% OF TOTAL OPTIONS GRANTED TO EMPLOYEES IN FISCAL YEAR	PER SHARE EXERCISE PRICE (\$)	EXPIRATION DATE	5% (\$)	10% (\$)
					AT ASSUMED ANNUAL RATES OF STOCK PRICE APPRECIATION	
					FOR OPTION TERM(1)	
Albert W. Ondis.....	15,000(2)	13.5%	\$11.28	4/13/99	\$46,740	\$103,260
Everett V. Pizzuti.....	15,000(3)	13.5	10.25	4/13/04	96,750	245,250
Eugene S. Libby.....	7,500(4)	6.7	10.25	4/13/04	48,375	122,625
David M. Gaskill.....	10,000(2)	9.0	10.25	4/13/04	64,500	163,500
Elias G. Deeb.....	7,500(4)	6.7	10.25	4/13/04	48,375	122,625

(1) These amounts represent certain assumed rates of appreciation only. Actual gains, if any, on stock option exercises or stock holdings are dependent on the future performance of the stock and overall market conditions. There can be no assurance that the amounts reflected in this table will be achieved.

(2) Options became exercisable between November 13, 1994 and January 1, 1995.

(3) Options will become exercisable between January 1, 2002 and January 1, 2004.

(4) All options became exercisable on November 13, 1994.

AGGREGATED OPTION EXERCISES IN FISCAL YEAR ENDED JANUARY 31, 1995 AND OPTIONS HELD AT JANUARY 31, 1995

	SHARES ACQUIRED ON EXERCISE		SECURITIES UNDERLYING UNEXERCISED OPTIONS AT FISCAL YEAR END		VALUE OF UNEXERCISED IN-THE-MONEY OPTIONS AT FISCAL YEAR END	
	#	VALUE REALIZED (\$)(1)	EXERCISABLE (#)	UNEXERCISABLE (#)	EXERCISABLE	UNEXERCISABLE
					(\$)(2)	(\$)(2)
Albert W. Ondis.....	--	\$--	18,000	--	\$ 7,125	\$ --
Everett V. Pizzuti.....	--	--	98,775	75,000	614,231	49,050
Eugene S. Libby.....	--	--	23,000	--	60,188	--
David M. Gaskill.....	--	--	30,000	--	22,500	--
Elias G. Deeb.....	--	--	18,250	--	40,292	--

(1) Amount represents excess of market value over exercise price on date of exercise. Income taxes which may have been payable by individual are not reflected.

(2) Amount represents excess of market value over exercise price as of January 31, 1995.

OTHER INFORMATION RELATING TO DIRECTORS

During the fiscal year ended January 31, 1995, the Board of Directors held five formal meetings. The Board has an Audit Committee consisting of Mr. Robertson and Dr. Viets. One formal committee meeting

was held during the fiscal year ended January 31, 1995. The Board has no standing nominating, compensation or similar committee, except for a Stock Option Committee comprised of Mr. Robertson and Dr. Viets which administers the Company's stock option plans. Dr. Viets and Mr. Robertson have been paid an annual retainer fee of \$3,500 plus \$500 for each Board meeting attended.

The primary duties and responsibilities of the Audit Committee include meeting with the independent certified public accountants to review the annual audit scope, the audited financial statements, the adequacy of internal control and other relevant matters.

The law firm of Hinckley, Allen & Snyder, of which Mr. Hopkins is a partner, provides legal services to the Company.

No officer, director or nominee for director of the Company or any associate of any of the foregoing had during the fiscal year ended January 31, 1995 any material interest, direct or indirect, in any material transaction or any material proposed transaction to which the Company was or is to be a party.

INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

The Company selected Arthur Andersen LLP as independent certified public accountants to audit the financial statements of the Company for the fiscal year ended January 31, 1995. This firm has audited the Company's financial statements annually since the fiscal year ended January 31, 1982. Although no accountants have yet been selected to audit the financial statements of the Company for the fiscal year ending January 31, 1996, it is expected that Arthur Andersen LLP will again be selected. It is further expected that a representative of Arthur Andersen LLP will be present at the annual meeting with the opportunity to make a statement, if he or she so desires, and that such representative will be available to respond to appropriate questions.

FINANCIAL REPORTS

A copy of the annual report of the Company for the fiscal year ended January 31, 1995, including the Company's annual report to the Securities and Exchange Commission on Form 10-K, accompanies this proxy statement. Such report is not part of this proxy statement.

PROPOSALS FOR 1996 ANNUAL MEETING

The 1996 annual meeting of the shareholders of the Company is scheduled to be held on May 7, 1996. If a shareholder intending to present a proposal at that meeting wishes to have such proposal included in the Company's proxy statement and form of proxy relating to the meeting, the shareholder must submit the proposal to the Company not later than December 31, 1995.

OTHER MATERS

No business other than that set forth in the attached Notice of Meeting is expected to come before the annual meeting, but should any other matters requiring a vote of shareholders arise, including a question of adjourning the meeting, the persons named in the accompanying proxy will vote thereon according to their best judgement in the interests of the Company. In the event any of the nominees for the office of director should withdraw or otherwise become unavailable for reasons not presently known, the persons named as proxies will vote for other persons in their place in what they consider the best interests of the Company.

You are urged to sign and return your proxy promptly to make certain your shares will be voted at the meeting. You may revoke your proxy at any time before it is voted.

By Order of the Board of Directors

Jacques V. Hopkins
Secretary

Dated: April 10, 1995

ASTRO-MED, INC.
ANNUAL MEETING OF SHAREHOLDERS--MAY 2, 1995

The undersigned, whose signature appears on the reverse side of this proxy, hereby appoints Albert W. Ondis, Everett V. Pizzuti, Jacques V. Hopkins, Herman Viets and Neil K. Robertson, or a majority of such of them as shall be present, attorneys with power of substitution and with all the powers the undersigned would possess if personally present, to vote the stock of the undersigned in ASTRO-MED, INC. at the annual meeting of shareholders to be held May 2, 1995, in West Warwick, Rhode Island, and at any adjournments thereof, as follows:

1. ELECTION OF DIRECTORS	FOR all nominees listed below (except as marked to the contrary below)	WITHHOLD AUTHORITY to vote for all nominees listed below _____
--------------------------	--	--

Albert W. Ondis, Everett V. Pizzuti, Jacques V. Hopkins, Hermann Viets and Neil K. Robertson.

(INSTRUCTION: To withhold authority to vote for any individual nominee, write the nominee's name in the space provided below.)

2. In their discretion, upon such other matters as may properly come before the meeting.

THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED STOCKHOLDER. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR PROPOSAL 1.

PLEASE DATE, SIGN AND RETURN THIS PROXY

Dated _____ , 1995

Signed _____

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(Sign exactly as your name appears hereon. When signing as attorney, executor, administrator, trustee, guardian or in a corporate capacity, please give full title as such. In case of joint tenants or multiple owners, each party must sign.)

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THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF THE COMPANY

End of Filing



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