

INTEST CORP
Form SC 13G/A
April 14, 2009

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

inTEST Corporation
(Name of Issuer)
Common Stock, \$.01 par value per share
(Title of Class of Securities)
46114710
(CUSIP Number)
April 7, 2009
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* 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).

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NAMES OF REPORTING PERSONS

1. I.R.S. Identification Nos. of above persons (entities only)

Henry Partners, L.P. 23-2888396

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

2.

(a)

(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

Delaware

SOLE VOTING POWER

5.

NUMBER OF

*

SHARES

SHARED VOTING POWER

BENEFICIALLY 6.

OWNED BY

*

EACH
REPORTING
PERSON

7.

SOLE DISPOSITIVE POWER

*

WITH

SHARED DISPOSITIVE POWER

8.

*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9.

*

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

*

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

* Less than 5% of outstanding shares.

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NAMES OF REPORTING PERSONS

1. I.R.S. Identification Nos. of above persons (entities only)

Matthew Partners, L.P. 23-3063303

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

2. (a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5. SOLE VOTING POWER
NUMBER OF *
SHARES

6. SHARED VOTING POWER
BENEFICIALLY OWNED BY *

7. SOLE DISPOSITIVE POWER
EACH REPORTING PERSON *

8. SHARED DISPOSITIVE POWER
WITH *

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

*

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

*

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

* Less than 5% of outstanding shares.

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NAMES OF REPORTING PERSONS

1. I.R.S. Identification Nos. of above persons (entities only)

Henry Investment Trust, L.P. 23-2887157

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

2. (a) p*
(b) o

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5. SOLE VOTING POWER
NUMBER OF *
SHARES

6. SHARED VOTING POWER
BENEFICIALLY OWNED BY *
OWNED BY

7. SOLE DISPOSITIVE POWER
EACH REPORTING PERSON *

8. SHARED DISPOSITIVE POWER
WITH *

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

*

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

*

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

* Less than 5% of outstanding shares.

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Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following.

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SIGNATURE

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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.

HENRY PARTNERS, L.P. by its General
Partner,
HENRY INVESTMENT TRUST, L.P., by
its
General Partner, CANINE PARTNERS,
LLC

Date: April 9, 2009

By: /s/ David W. Wright
David W. Wright,
President

MATTHEW PARTNERS, L.P. by its General
Partner,
HENRY INVESTMENT TRUST, L.P., by
its
General Partner, CANINE PARTNERS,
LLC

Date: April 9, 2009

By: /s/ David W. Wright
David W. Wright,
President

HENRY INVESTMENT TRUST, L.P., by its
General Partner, CANINE PARTNERS,
LLC

Date: April 9, 2009

By: /s/ David W. Wright
David W. Wright,
President