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TECH OPS SEVCON INC
Form SC 13D/A
May 07, 2007

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D
(RULE 13D-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13D-1(A) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13D-2(A)

Amendment #3

TECH/OPS SEVCON, INC.

(NAME OF ISSUER)

Common Stock \$.10 par value

(TITLE OF CLASS OF SECURITIES)

878293109

(CUSIP NUMBER)

Paul D. Sonkin
Hummingbird Management, LLC
460 Park Avenue, 12th Floor
New York, New York 10022

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

April 27, 2007

(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 Rule 13d-1(e), 13d-1(f) or 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 Rule 13d-7(b) for other parties to whom copies are to be sent.

1 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.

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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
6.6%

14 TYPE OF REPORTING PERSON*
OO

CUSIP No. 878293109

13D/A

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1 NAME OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Paul D. Sonkin

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) / / (b) /X/

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION
UNITED STATES

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 7 SOLE VOTING POWER
211,925

8 SHARED VOTING POWER
-0-

9 SOLE DISPOSITIVE POWER
211,925

10 SHARED DISPOSITIVE POWER
-0-

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

211,925

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* / /

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

6.6%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. 878293109

13D/A

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1 NAME OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Hummingbird Capital, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) / / (b) /X/

3 SEC USE ONLY

4 SOURCE OF FUNDS OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SOLE VOTING POWER

211,925

8 SHARED VOTING POWER

-0-

9 SOLE DISPOSITIVE POWER

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211,925

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

211,925

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /

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

6.6%

14 TYPE OF REPORTING PERSON

OO

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1 NAME OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Hummingbird Value Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) / / (b) /X/

3 SEC USE ONLY

4 SOURCE OF FUNDS WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SOLE VOTING POWER 118,260

8 SHARED VOTING POWER

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-0-

9 SOLE DISPOSITIVE POWER

118,260

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

118,260

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /

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

3.7%

14 TYPE OF REPORTING PERSON

LP

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1 NAME OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Hummingbird Microcap Value Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) / / (b) /X/

3 SEC USE ONLY

4 SOURCE OF FUNDS WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF SHARES BENEFICIALLY 7 SOLE VOTING POWER 93,665

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OWNED BY
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER

-0-

9 SOLE DISPOSITIVE POWER

93,665

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

93,665

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /

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

2.9%

14 TYPE OF REPORTING PERSON

LP

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AMENDMENT NO. 3 TO SCHEDULE 13D

This Amendment No. 3, dated May 7, 2007, to Schedule 13D is filed by the Reporting Person and amends Schedule 13D as previously filed by the Reporting Person with the Securities and Exchange Commission on April 30, 2003 (the "Schedule 13D"), relating to the common stock (the "Common Stock") of Tech/Ops Sevcon, Inc., a Delaware corporation.

Items 3 and 5 of the Schedule 13D/A are hereby amended and restated, as follows:

ITEM 3 SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

As of May 7, 2007, Hummingbird has caused each of HVF and Microcap Fund to invest approximately \$486,741 and \$378,418, respectively, in the Shares of the Issuer using their respective working capital.

ITEM 5 INTEREST IN SECURITIES OF THE ISSUER

(a) As investment manager of HVF, and Microcap, Hummingbird

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may be deemed to have the sole voting and investment authority over the Shares owned by HVF, Microcap, and Tarsier for purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended ("Rule 13d-3"), may be deemed to be the beneficial owner of 211,925 Shares representing approximately 6.6% of the outstanding shares of the Issuer (based upon 3,211,021 shares of Common Stock outstanding as of February 13, 2007, as reported on Form 10-Q for the period ended December 31, 2006.) Hummingbird disclaims any beneficial ownership of the Shares covered by this Statement.

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HC, as the general partner of each of HVF, Microcap Fund, and Tarsier, Hummingbird may be deemed to have the sole voting and investment authority over the Shares owned by HVF, Microcap Fund, and Tarsier, for purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended ("Rule 13d-3"), may be deemed to be the beneficial owner of 211,925 Shares representing approximately 6.6% of the outstanding shares of the Issuer (based upon 3,211,021 shares of Common Stock outstanding as of February 13, 2007, as reported on Form 10-Q for the period ended December 31, 2006.) HC disclaims any beneficial ownership of the Shares covered by this Statement.

HVF is the beneficial owner of 118,260 Shares or 3.7% of the outstanding shares of the Issuer.

Microcap is the beneficial owner of 93,665 Shares or 2.9% of the outstanding shares of the Issuer.

(c) Hummingbird caused HVF to effect transactions in the Shares during the past 60 days as set forth below:

DATE	TYPE	NUMBER OF SHARES	PRICE/SHARE
----	----	-----	-----
4/24/2007	open market sale	24,000	9.584
4/24/2007	open market sale	10,500	9.510
4/25/2007	open market sale	2,500	9.195
4/27/2007	open market sale	22,950	9.818
4/30/2007	open market sale	2,100	10.686
4/30/2007	open market sale	2,400	10.490
5/1/2007	open market sale	3,000	10.490
5/4/2007	open market sale	23,750	10.888

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Hummingbird caused Microcap to effect transactions in the Shares

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during the past 60 days as set forth below:

DATE ----	TYPE ----	NUMBER OF SHARES -----	PRICE/SHARE -----
4/24/2007	open market sale	24,000	9.584
4/24/2007	open market sale	10,500	9.510
4/25/2007	open market sale	2,500	9.195
4/27/2007	open market sale	22,950	9.818
4/30/2007	open market sale	2,000	10.686
4/30/2007	open market sale	2,300	10.490
5/1/2007	open market sale	2,000	10.490
5/4/2007	open market sale	20,000	10.888

(d) Inapplicable.

(e) Inapplicable.

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

Dated: May 7, 2007

HUMMINGBIRD MANAGEMENT, LLC

By: /s/ Paul D. Sonkin

Name: Paul D. Sonkin
Title: Managing Member

/s/ Paul D. Sonkin

PAUL D. SONKIN

HUMMINGBIRD VALUE FUND, L.P.

By: Hummingbird Capital, LLC

By: /s/ Paul D. Sonkin

Name: Paul D. Sonkin
Title: Managing Member

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HUMMINGBIRD MICROCAP VALUE FUND, L.P.

By: Hummingbird Capital, LLC

By: /s/ Paul D. Sonkin

Name: Paul D. Sonkin
Title: Managing Member

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HUMMINGBIRD CAPITAL, LLC

By: /s/ Paul D. Sonkin

Name: Paul D. Sonkin
Title: Managing Member

By: /s/ Paul D. Sonkin

Name: Paul D. Sonkin