(Print or Type Responses)

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

OMB APPROVAL											
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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 or Section 30(h) of the Investment Company Act of 1940

Name and Address of F Lehman Gregg Owen	Issuer Name and Ticker or Trading Symbol MGC DIAGNOSTICS Corp MGCD MGCD							5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Heriman Gregg Owen			MGC DIA	311051105	COLD			MG		Director	10% C	Owner	
(Last) 309 HADDON COURT	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/18/2013						x	Officer (give Other (specify title below) below) President & CEO			
FRANKLIN UNITED STAT	(Street)		4. If Amendment, Date Original Filed (Month/Day/Year)					<u>x</u> Fc	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1. Title of Security (Instr. 3)	2. Trans- action Date Execution Date, if any 2A. 3. Trans- action Code (Instr. 8) 4. Securities Acquired (Instr. 3, 4 and 5)						(A)	Securities ship Beneficially Form:		7. Nature of Indirect Beneficial Ownership			
			(Month/ Day/ Year)	(Month/ Day/ Year)	Code V		Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	(Instr. 4)	
Common Stock			12/18/ 2013		A		10,221	A	\$13.21	56,298	D		
Common Stock	_		12/18/ 2013		F		3,435	D	\$13.21	52,863	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. * If the form is filed by more than one reporting person, see Instruction 4(b)(v).

FORM 4 (continued)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/ Day/ Year		Cod (Ins	on	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 deriv- ative Secur- ities Bene- ficially Owned Follow-	10. Owner- ship Form of Deriv- ative Security: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
			rear)	Code	V	(A)	(D)	Date Exer- cisable	Expira- tion Date	Title	Amount or Number of Shares		ing Reported Trans- action(s) (Instr. 4)	(I)	

Explanation of Responses:

See attached "FOOTNOTES" page.

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.

Getey M. Ritchott, Attorney-in-Fact for $$\operatorname{\mathsf{Gregg}}$ O. Lehman

** Signature of Reporting Person

12/19/2013 Date

^{**} Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

1 Shares were acquired pursuant to vesting of performance shares granted to reporting person on December 18, 2012.