

(Print or Type Responses)

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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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

| 1. Name and Address of R SHEFFERT MARK W | 2. Issuer Name and Ticker or Trading Symbol MGC DIAGNOSTICS Corp | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | | |
|---|--|----------|--|--------------------------|---------------------------------|---|---------------|--|---|---|--|------------|--|--|
| (Last) | (First) | (Middle) | 3. Date of | Earliest Tra | nsaction | n (Mor | nth/Dav/Vear) | | X | Director Officer (give | | Owner | | |
| 4700 IDS CENTER 80 SOUTH 8TH STREET | | | 3. Date of Earliest Transaction (Month/Day/Year) 3/20/2014 | | | | | | | Officer (give Other (specify title below) below) | | | | |
| MINNEAPOLIS MN 55402 | (Street) | | 4. If Amendment, Date Original Filed (Month/Day/Year) | | | | | | _x_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 | ac Co | ans- tion ode ostr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | (A) | Amount of Securities Beneficially Owned Following | 6. Owner- ship Form: Direct (D) or | 7. Nature of Indirect Beneficial Owner- ship | | | |
| | | | (Month/ Day/ Year) | (Month/ Day/ Year) | Code | v | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | (D) of Indirect (I) (Instr. 4) | (Instr. 4) | | |
| Restricted Stock | | | 3/20/ 2014 | | A | | 3,045 (1) | A | \$0.00 (2) | 27,635 | 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).

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)

FORM 4 (continued)

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

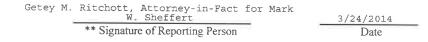
| Title of Derivative Security (Instr. 3) | 2. Conver- sion or Exercise Price of Deri- vative Security | rcise Date e of - (Month/ /e Day/ | n Deemed Exec- ution | Code (Instr. 8) | | 5. Number of Deriv- ative Securities Ac- quired (A) or Dis- posed of (D) (Instr. 3, 4, and 5) | | Date Exercisable and Expiration Date (Month/Day/ Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. Price of Deriv- ative Secur- ity (Instr. 5) | 9. Number of deriv- ative Secur- ities Bene- ficially Owned | 10. Owner- ship Form of Deriv- ative Security: Direct (D) or | 11. Nature of Indirect Benefi- cial Ownership (Instr. 4) |
|---|--|--|----------------------------|--------------------|---|---|------|--|-------------------------|---|----------------------------------|---|---|--|---|
| | | | | Code | v | (A) | Exer | Date Exer- cisable | Expira- tion Date | Title | Amount or Number of Shares | | ing | Indirect (I) (Instr. 4) | |

Explanation of Responses:

See attached "FOOTNOTES" page.

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



FOOTNOTES

FORM 4 (continued)

- 1 Restricted stock vests on the earlier of: a) March 20,2015; or b) the date of the Company's 2015 Annual Meeting of Shareholders, provided that in either event the reporting person continues to serve as a director of the Company until that date.
- 2 Pursuant to the Company's 2007 Stock Incentive Plan, the reporting person was granted \$32,000 in restricted stock at the closing price of \$10.51 per share on March 20, 2014.