

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No.1)  
ESCO ELECTRONICS CORPORATION  
(Name of Issuer)

Common Stock Trust Receipts  
(Title of Class of Securities)

269030201000  
(CUSIP Number)

Stephen M. Davis, Esq.  
Werbel McMillin & Carnelutti  
A Professional Corporation

711 Fifth Avenue, New York, New York 10022, (212) 832-8300  
(Name, Address and Telephone Number of Person Authorized  
to Receive Notices and Communications)

May 23, 1996  
(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 which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13-d-1(b) (3) or (4), check the following box [ ].

Check the following box if a fee is being paid with the statement [ ]. (A fee is not required only if the reporting person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)

Note: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

\* 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 purposes 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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SCHEDULE 13D

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CUSIP No. 269030201000  
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=====  
1 NAME OF REPORTING PERSON - S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE  
PERSON  
The SC Fundamental Value Fund, L.P.

-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [ ]

-----

3 SEC USE ONLY

-----

4 SOURCE OF FUNDS\*  
N/A

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5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 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  
0

-----

8 SHARED VOTING POWER  
376,650

-----

9 SOLE DISPOSITIVE POWER  
0

-----

10 SHARED DISPOSITIVE POWER  
376,650

-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
376,650

-----

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

-----

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
3.3%

-----

14 TYPE OF REPORTING PERSON\*  
PN

=====

\*SEE INSTRUCTIONS BELOW BEFORE FILLING OUT!

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SCHEDULE 13D

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1 NAME OF REPORTING PERSON - S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE  
PERSON  
SC Fundamental Value BVI, Inc.

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [ ]

-----

3 SEC USE ONLY

-----

4 SOURCE OF FUNDS\*  
N/A

-----

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 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  
165,850

-----

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER  
165,850

10 SHARED DISPOSITIVE POWER  
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
165,850

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
1.5%

14 TYPE OF REPORTING PERSON\*  
CO

=====

\*SEE INSTRUCTIONS BELOW BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSON - S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE  
PERSON  
SC Fundamental Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [ ]

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 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  
0

8 SHARED VOTING POWER  
376,650

9 SOLE DISPOSITIVE POWER  
0

10 SHARED DISPOSITIVE POWER  
376,650

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
376,650

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
3.3%

14 TYPE OF REPORTING PERSON\*  
CO

=====

\*SEE INSTRUCTIONS BELOW BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSON - S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Gary N. Siegler

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ] (b) [ ]

3 SEC USE ONLY

4 SOURCE OF FUNDS\* N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 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 0

8 SHARED VOTING POWER 542,500

9 SOLE DISPOSITIVE POWER 0

10 SHARED DISPOSITIVE POWER 542,500

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 542,500

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.8%

14 TYPE OF REPORTING PERSON\* IN

\*SEE INSTRUCTIONS BELOW BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSON - S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Peter M. Collery

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ] (b) [ ]

3 SEC USE ONLY

4 SOURCE OF FUNDS\* N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
 PURSUANT TO ITEMS 2(d) or 2(E) [ ]

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6 CITIZENSHIP OR PLACE OF ORGANIZATION  
 United States

---

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

---

7 SOLE VOTING POWER  
 0

---

8 SHARED VOTING POWER  
 542,500

---

9 SOLE DISPOSITIVE POWER  
 0

---

10 SHARED DISPOSITIVE POWER  
 542,500

---

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 542,500

---

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

---

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 4.8%

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14 TYPE OF REPORTING PERSON\*  
 IN

=====

\*SEE INSTRUCTIONS BELOW BEFORE FILLING OUT!

SEC 1746 (9-88)

AMENDMENT NO. 1  
 TO THE  
 SCHEDULE 13D

The Reporting Persons, consisting of SC Fundamental Value Fund, L.P., SC Fundamental Inc., SC Fundamental Value BVI, Inc., Gary N. Siegler and Peter M. Collery, hereby amend their Schedule 13D relating to the Common Stock Trust Receipts of ESCO Electronics Corporation as set forth below.

Item 5. Interest in Securities of the Issuer

(a) As of the close of business on May 24, 1996, the Reporting Persons, by virtue of the language of Rule 13d-3(d)(1)(i), may be deemed to own beneficially in the aggregate the numbers and percentages of the Issuer's Common Stock Trust Receipts set forth opposite their names below (based upon the number of Trust Receipts that were reported to be outstanding in the Issuer's Form 10-Q for the quarter ended April 30, 1996).

Name	Common Stock Trust Receipts	Percentage
SC Fundamental Inc.	376,650	3.3%
The SC Fundamental Value Fund, L.P.	376,650	3.3%
SC Fundamental Value BVI, Inc.	165,850	1.5%
Gary N. Siegler	542,500	4.8%
Peter M. Collery	542,500	4.8%

=====  
 (b) Each of SC Fund and BVI Inc. has the sole or shared power to vote or to direct the vote and to dispose or to direct the disposition of the Trust Receipts of which it is deemed the beneficial owner. Siegler and Collery may be deemed to share with SC, Fund and BVI, Inc. such powers with respect to the Trust Receipts of which SC, Fund and BVI, Inc. beneficially own.

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(c) The following table sets forth the transactions effected by each of the Reporting Persons listed in Item 5(a) during the past sixty days. Unless otherwise noted, each of the transactions set forth below reflects a sale effected on the New York Stock Exchange.

Trade Date	Price Per Trust Receipts(\$)	Fund	BVI, Inc. on behalf of BVI Ltd.	BVI, Inc.
04/01/96	13.500	40,500*	40,500	
04/17/96	14.345	37,000	16,500	
05/10/96	13.629	20,300	9,100	
05/13/96	13.500	16,600	7,500	
05/20/96	13.224	34,500	15,500	
05/21/96	13.375	184,200	82,800	
05/22/96	13.625	3,100	1,400	
05/23/96	13.312	69,000	31,000	

<FN>  
 \* Reflects a purchase.

(e) On May 23, 1996, the Reporting Persons, in the aggregate, ceased to be the beneficial owner of five percent or more of the Issuer's Common Stock Trust Receipts. This Amendment No. 1 is, therefore, a final filing.

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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 24, 1996

SC FUNDAMENTAL INC.

By: \_\_\_\_\_  
 Neil H. Koffler as  
 Attorney-in-Fact for  
 Peter M. Collery,  
 Vice President\*

THE SC FUNDAMENTAL VALUE FUND, L.P.

By: SC FUNDAMENTAL INC.

By: \_\_\_\_\_  
 Neil H. Koffler as  
 Attorney-in-Fact for

Peter M. Collery,  
Vice President\*

SC FUNDAMENTAL VALUE BVI, INC.

By: \_\_\_\_\_  
Neil H. Koffler as  
Attorney-in-Fact for  
Peter M. Collery,  
Vice President\*

\_\_\_\_\_  
Neil H. Koffler as  
Attorney-in-Fact for  
Gary N. Siegler\*

\_\_\_\_\_  
Neil H. Koffler as  
Attorney-in-Fact for  
Peter M. Collery\*

\*Executed by Neil H. Koffler as Attorney-in-Fact for Peter M. Collery and Gary N. Siegler. The Powers of Attorney for Gary N. Siegler and Peter M. Collery appointing Neil H. Koffler as Attorney-in-Fact was filed by the Reporting Person as Exhibit A to Amendment No. 5 of Schedule 13D relating to US Facilities Corporation on August 4, 1995 and is hereby incorporated herein by reference.  
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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 8, 1996

SC FUNDAMENTAL INC.

By: /s/Peter M. Collery  
\_\_\_\_\_  
Neil H. Koffler as  
Attorney-in-Fact for  
Peter M. Collery,  
Vice President\*

THE SC FUNDAMENTAL VALUE FUND, L.P.

By: SC FUNDAMENTAL INC.  
\_\_\_\_\_  
Neil H. Koffler as  
Attorney-in-Fact for  
Peter M. Collery,  
Vice President\*

SC FUNDAMENTAL VALUE BVI, INC.

By: /s/ Peter M. Collery  
\_\_\_\_\_  
Neil H. Koffler as  
Attorney-in-Fact for  
Peter M. Collery,  
Vice President\*

/s/ Gary N. Siegler  
\_\_\_\_\_  
Neil H. Koffler as  
Attorney-in-Fact for  
Gary N. Siegler\*

/s/ Peter M. Collery

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Neil H. Koffler as  
Attorney-in-Fact for  
Peter M. Collery\*

\*Executed by Neil H. Koffler as Attorney-in-Fact for Peter M. Collery and Gary N. Siegler. The Powers of Attorney for Gary N. Siegler and Peter M. Collery appointing Neil H. Koffler as Attorney-in-Fact was filed by the Reporting Person as Exhibit A to Amendment No. 5 of Schedule 13D relating to US Facilities Corporation on August 4, 1995 and is hereby incorporated herein by reference.

75078