

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)

26903000
(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)

August 13, 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).

SCHEDULE 13D

CUSIP No. 26903000

Page 2 of 9 Pages

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

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
322,400

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
322,400

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
322,400

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
2.8%

14 TYPE OF REPORTING PERSON*
PN

*SEE INSTRUCTIONS BELOW BEFORE FILLING OUT!

SEC 1746 (9-88)

SCHEDULE 13D

CUSIP No. 26903000

Page 3 of 9 Pages

=====

1 NAME OF REPORTING PERSON - S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE
PERSON
SC Fundamental Value BVI, 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
0

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0%

14 TYPE OF REPORTING PERSON*
CO

=====

*SEE INSTRUCTIONS BELOW BEFORE FILLING OUT!

SEC 1746 (9-88)

SCHEDULE 13D

CUSIP No. 26903000

Page 4 of 9 Pages

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
322,400

9 SOLE DISPOSITIVE POWER
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10 SHARED DISPOSITIVE POWER
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2.8%

14 TYPE OF REPORTING PERSON*
CO

*SEE INSTRUCTIONS BELOW BEFORE FILLING OUT!

SEC 1746 (9-88)

SCHEDULE 13D

CUSIP No. 26903000

Page 5 of 9 Pages

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

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0

10 SHARED DISPOSITIVE POWER
322,400

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322,400

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2.8%

14 TYPE OF REPORTING PERSON*
IN

*SEE INSTRUCTIONS BELOW BEFORE FILLING OUT!

SEC 1746 (9-88)

SCHEDULE 13D

CUSIP No. 26903000

Page 6 of 9 Pages

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) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

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10 SHARED DISPOSITIVE POWER
322,400

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322,400

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2.8%

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 August 13, 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
[S] SC Fundamental Inc.	[C] 322,400	[C] 2.8%
The SC Fundamental Value Fund, L.P.	322,400	2.8%
SC Fundamental Value BVI, Inc.	0	0%
Gary N. Siegler	322,400	2.8%
Peter M. Collery	322,400	2.8%

(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.

(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.
08/13/96	11.809	82,850	178,950

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(e) On August 13, 1996, the Reporting Persons, in the aggregate, ceased to be the beneficial owners of five percent or more of the Issuer's Common Stock Trust Receipts. This Amendment No. 1 is, therefore, a final filing.

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: August 15, 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.

79831

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: August 15, 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.

By: /s/ Peter M. Collery

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

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.

79831