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Form

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line; FONT-FAMILY: times new roman; FONT-SIZE: 10pt; FONT-WEIGHT: bold">19920 WEST 161ST STREET  
OLATHE, KS 66062-2700

VOTE BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com)

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

**ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS**

If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted indicate that you agree to receive or access proxy materials electronically in future years.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions any time before 11:59 p.m. P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**

Mark, sign, and date your proxy/voting instruction card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

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TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

KEEP THIS PORTION FOR YOUR RECORDS

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DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED

The Board of Directors recommends you vote FOR the following action:

1. ELECTION OF DIRECTORS

Nominees:	For All	Withhold All	For All Except	To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below.
01 Clark D. Stewart	..	..	..	
02 R. Warren Wagoner	..	..	..	

The Board of Directors recommends a vote FOR proposals 2 and 3:

For    Against    Abstain

2. Ratify the selection of Weaver, Martin & Samyn, L.L.C. as auditors for the fiscal year ending April 30, 2013.

..        ..        ..

3. Advisory Vote on Executive Compensation.

..        ..        ..

NOTE: Without limiting the authority granted herein, the above named proxies are expressly authorized to vote in their discretion on all other matters that are properly brought before the annual meeting.

	Yes	No
Please indicate if you plan to attend the meeting	..	..

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners

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should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name, by authorized officer.

Signature [PLEASE  
SIGN WITHIN  
BOX]

Date

Signature (Joint  
Owners)

Date

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Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting  
The Notice and Proxy Statement, Form 10-K is/are available at [www.proxyvote.com](http://www.proxyvote.com)

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BUTLER NATIONAL CORPORATION  
Annual Meeting of Shareholders  
November 13, 2012 11:00 AM  
This proxy is solicited by the Board of Directors

The shareholder(s) hereby appoint(s) Christopher J. Reedy and Clark D. Stewart, or either of them, as proxies, each with the power to appoint (his/her) substitute, and hereby authorizes them to represent and to vote, as designated on the reverse side of this ballot, all the shares of (Common/Preferred) stock of BUTLER NATIONAL CORPORATION that the shareholder(s) is/are entitled to vote at the Annual Meeting of shareholder(s) to be held at 11:00 AM, CST on 11/13/2012, at the Holiday Inn – Olathe 101 W. 151st Street Olathe, KS 66062, and any adjournment or postponement thereof.

This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations.

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