

Edgar Filing: IMAGE SENSING SYSTEMS INC - Form SC 13G/A

IMAGE SENSING SYSTEMS INC

Form SC 13G/A

January 20, 2005

SCHEDULE 13 G

UNDER THE SECURITIES AND EXCHANGE ACT OF 1934

AMENDMENT NO. 2

CUSIP No. 45244C104

NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

BROWN BROTHERS HARRIMAN & CO.

13-4973745

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) [ ]

(b) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U. S. A.

5. SOLE VOTING POWER

N/A

6. SHARED VOTING POWER

209200

7. SOLE DISPOSITIVE POWER

N/A

8. SHARED DISPOSITIVE POWER

209200

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

209200

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW(9) EXCLUDES CERTAIN SHARES\*

[ ]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW [9]

6.05%

12. TYPE OF REPORTING PERSON\*

BK

Item 1 (a). Name of Issuer:

Image Sensing Systems Inc.

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Item 1 (b). Address of issuer's principal executive offices:

500 Spruce Tree Centre  
1600 University Ave. W  
St. Paul, MN, 55104-3825

Item 2 (a). Name of person filing:

Brown Brothers Harriman & Co.

Item 2(b). Address of principal business office:

140 Broadway  
New York City, NY 10005

Item 2(c). Citizenship:

U.S.A.

Item 2(d). Title of class of securities:

Common

Item 2(e). CUSIP Number:

45244C104

Item 3. If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b), check whether the person filing is a:

(b) /  / Bank as defined in Section 3(a)(6) of the Act.

(g) /  / Parent holding company, in accordance with Subsection 240 13d-1(b)(ii)(G).

Item 4. Ownership:

(a) Amount beneficially owned:

209200

(b) Percent of class:

6.05%

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote

N/A

(ii) Shared power to vote or to direct the vote

209200

(iii) Sole power to dispose or to direct the disposition of

N/A

(iv) Shared power to dispose or to direct the disposition of

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209200

Item 5. Ownership of 5 Percent or Less of a Class

N/A

Item 6. Ownership of More than 5 Percent on Behalf of Another Person

The reported shares are held in discretionary accounts, and accordingly, dividends, and the proceeds of sales of such shares, are payable to other persons, including such accounts, the beneficiaries or settlors thereof or a combination of such persons. In certain instances, other persons (including beneficiaries and settlors) may be deemed to have the power to direct receipt of dividends or the proceeds of the sale of shares reported herein.

Item 7. Identification and Classification of the Subsidiary  
Which Acquired the Security Being Reported on By the Parent  
Holding Company

N/A

AGREEMENT

The undersigned hereby agree to file jointly the attached statement or amendment on Schedule 13G and any further amendments thereto pursuant to Regulation 13G promulgated by the Securities and Exchange Commission under the Securities Exchange Act of 1934. Such filing shall be made by Brown Brothers Harriman & Co. on its behalf and on behalf of the other parties hereto.

Item 8. Identification and Classification of Members of the Group

N/A

Item 9. Notice of Dissolution of Group

N/A

Item 10. Certification

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purposes of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose of effect.

Disclaimer of Beneficial Ownership

The undersigned expressly declare that the filing of this Schedule 13G shall not be construed as an admission that the undersigned are, for purpose of Sections 13(d) and 13(g) of the Securities Exchange Act of 1934, the beneficial owners of any securities covered by this Schedule 13G.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true,

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complete and correct.

Dated: January 20, 2005  
BROWN BROTHERS HARRIMAN & CO.  
By: Richard Stork  
Director of Compliance