



TURBOSONIC TECHNOLOGIES, INC.

550 Parkside Drive, Suite A-14
Waterloo, Ontario
Canada N2L 5V4

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To Be Held
On
December 10, 2009

Dear Stockholders,

On Thursday, December 10, 2009, TurboSonic Technologies, Inc. will hold its Annual Meeting of Stockholders at the Waterloo Inn, 475 King Street North, Waterloo, Ontario, Canada. The meeting will begin at 10:00 a.m., local time.

Only stockholders that own shares of common stock at the close of business on November 3, 2009, can vote at this meeting or any adjournment or postponement thereof. The meeting will be held for the following purposes:

- to elect seven directors to serve for the ensuing year;
- to ratify the appointment of Deloitte & Touche, LLP as our independent auditors for our fiscal year ending June 30, 2010; and
- to transact such other business as may properly come before the meeting.

Egbert Q. van Everdingen
Secretary

Waterloo, Ontario, Canada
November 5, 2009

Whether or not you plan to attend the meeting, please sign and date the enclosed proxy and promptly return it in the enclosed, self-addressed envelope. No additional postage is required if mailed within the United States. Any stockholder may revoke his or her proxy at any time before the meeting by giving notice in writing to our Secretary, by granting a proxy bearing a later date or by voting in person at the meeting.

TURBOSONIC TECHNOLOGIES, INC.
550 Parkside Drive, Suite A-14
Waterloo, Ontario
Canada N2L 5V4

PROXY STATEMENT
FOR THE 2009 ANNUAL MEETING OF STOCKHOLDERS

GENERAL INFORMATION ABOUT THIS PROXY STATEMENT AND THE ANNUAL MEETING

This proxy statement is being sent to you in connection with the solicitation of proxies by the Board of Directors of TurboSonic Technologies, Inc. for the 2009 Annual Meeting of Stockholders to be held at Waterloo Inn, 475 King Street North, Waterloo, Ontario, Canada, at 10:00 a.m., local time, on Thursday, December 10, 2009. We invite you to attend in person.

Availability of Proxy Materials on the Internet

We are providing you access to this proxy statement, the accompanying form of proxy card and our annual report on Form 10-K for the fiscal year ended June 30, 2009 both by sending you these proxy materials and by notifying you of the availability of these proxy materials on the Internet. These proxy materials were first mailed to our stockholders on or about November 5, 2009. These proxy materials are available on the Internet at http://www.turbosonic.com/investor_rel/2009-proxy-materials

Voting Information

Record date

The record date for the Annual Meeting is November 3, 2009. You may vote all shares of our common stock that you owned as of the close of business on that date. On November 3, 2009, there were 15,130,054 shares of our common stock outstanding. Each share of common stock is entitled to one vote on each matter to be voted on at the Annual Meeting.

How to vote

You may vote by marking, signing, dating and mailing each proxy card or vote instruction card and returning it in the envelope provided. If your shares are held in "street name" (that is, they are held in the name of a broker, bank or other nominee), you also may be able to vote by telephone or the Internet by following the instructions on the vote instruction card or as otherwise instructed by your banker, broker or other nominee.

All stockholders on November 3, 2009 can attend the Annual Meeting. You may also vote at the Annual Meeting if you are a stockholder of record (that is, your shares are directly registered in your name on our books and not held through a broker, bank or other nominee). In order to vote at the Annual Meeting shares held in "street name," you must obtain a valid proxy from your broker, bank, or other nominee.

Revoking your proxy

You can revoke your proxy at any time before your shares are voted at the meeting by (i) sending a written notice to Egbert Q. van Everdingen, Secretary, TurboSonic Technologies, Inc., 550 Parkside Drive, Suite A-14, Waterloo, Ontario Canada N2L 5V4, (ii) submitting by mail, telephone or the Internet another proxy dated as of a later date, or (iii) voting in person at the Annual Meeting. Merely attending the Annual Meeting will not revoke your proxy. Voting in person at the Annual Meeting will replace any previous votes submitted by proxy.

Voting Instructions

If you complete and submit your proxy voting instructions, the persons named as proxies will follow your instructions.

If you are a stockholder of record and submit proxy voting instructions but do not direct how to vote on each item, the persons named as proxies will vote your shares FOR each of the nominees and FOR the ratification of Deloitte & Touche, LLP as our independent auditors for our fiscal year ending June 30, 2010. The persons named as proxies will vote on any other matters properly presented at the Annual Meeting in accordance with their best judgment. We have not received notice of other matters that may be properly presented for voting at the Annual Meeting.

If your shares are held in “street name” and you do not provide the broker, bank or other nominee that holds your shares with specific voting instructions, the organization that holds your shares may generally vote on routine matters but cannot vote on non-routine matters. If the organization that holds your shares does not receive instructions from you on how to vote your shares on a non-routine matter, the organization that holds your shares will inform us that it does not have the authority to vote on this matter with respect to your shares. This is generally referred to as a “broker non-vote.” Both Proposal 1 (election of directors) and Proposal 2 (approval of auditors) involve matters that we believe will be considered routine. We have no proposals this year which we believe will be considered non-routine.

Withholding your vote, voting to “abstain” and “broker non-votes”

In the election of directors, you can withhold your vote for any of the nominees. Withheld votes will be excluded entirely from the vote and will have no effect on the outcome. With regard to the other proposals, you can vote to “abstain.” If you vote to “abstain,” your shares will be counted as present at the meeting for purposes of that proposal and your vote will have the effect of a vote against the proposal. Broker non-votes will be counted as part of the quorum but will not be counted for purposes of determining whether a proposal has been approved.

Votes required to hold the Annual Meeting

We need a majority of the voting power of our common stock outstanding on November 3, 2009 present, in person or by proxy, to hold the Annual Meeting (that is, have a quorum).

Votes required to elect directors and to adopt other proposals

Directors will be elected by a plurality of votes cast at the Annual Meeting. The affirmative vote of a majority of the voting power of our common stock that is present in person or by proxy at the Annual Meeting is required to ratify the appointment of Deloitte & Touche, LLP as our independent auditors for our fiscal year ending June 30, 2010.

Postponement or adjournment of the Annual Meeting

If the Annual Meeting were to be postponed or adjourned, your proxy would still be valid and might be voted at the postponed or adjourned meeting. You would still be able to revoke your proxy until it was voted.

Cost of Proxy Solicitation

We will pay the expenses of the preparation of our proxy materials and the solicitation by the Board of Directors of your proxy. Our directors, officers and employees, who will receive no additional compensation for soliciting, may solicit your proxy by telephone or other means.

Voting Results of the Annual Meeting

The preliminary voting results will be announced at the Annual Meeting. The final voting results will be tallied by the Inspectors of Election and published in our Quarterly Report on Form 10-Q for the quarterly period ending December 31, 2009.

ELECTION OF DIRECTORS

On September 23, 2009, the board of directors unanimously approved a slate of seven persons to stand for election as directors at our 2009 Annual Meeting of Stockholders. The slate consists of Ken Kivenko, Edward F. Spink, Egbert Q. van Everdingen, Richard H. Hurd, Glen O. Wright, Raymond L. Alarie and F. Eugene Deszca, each of whom is currently a director of our company.

All directors are elected annually, and serve until the next annual meeting of stockholders or until their respective successors are elected and qualified. If any director is unable to stand for re-election, at this meeting, the board may reduce the board's size or designate a substitute nominee. If a substitute nominee is designated, proxies voting on the initial director candidate will be cast for the substituted candidate.

Ken Kivenko
Age: 67

Director since 2007

Ken Kivenko, P.Eng., a member of the Professional Engineers of Ontario, is the founder and President of Kenmar Consulting. Kenmar acts as a private consultant in the areas of strategic planning, Total Quality, financing and governance, and was established in January 2001. Prior thereto, he was President and CEO of NBS Technologies, a supplier of credit and ID cards and card personalization equipment, from June 1995 to December 2000. He currently serves on the board of RDM Corporation (HR/Compensation committee and Chair of Disclosure Committee) and Hy-Drive Technologies Ltd. (HR/Compensation committee, Chair of Disclosure Committee). He is the Advisory Committee Chairman for the Small Investor Protection Association in Canada and is a former member of the Ontario Securities Commission Continuous Disclosure Advisory Committee.

Edward F. Spink
Age: 55

Director since 1997

Edward Spink has served as our Chief Executive Officer since June 1999, has completed 25 years as a senior executive with our company, including Turbotak Technologies which consolidated with our company in August 1997, and has participated in the development of our company and our technology. He served as Chairman of the board of directors from June 1999 to December 2007. He has been instrumental in the expansion of product lines and the development of our intellectual property base and has authored, participated in and directed numerous patents.

Egbert Q. van Everdingen
Age: 48

Director since 2006

Egbert Q. van Everdingen has served as our President and Secretary & Treasurer since June 2006. From August 2003 until June 2006, he was Executive Vice President, with responsibility for all sales, marketing, design and project engineering. Prior thereto and from August 1997, Mr. van Everdingen served as our Vice President Marketing & Sales, Air Pollution Control Systems. Prior thereto and from 1986, he served as project manager and in various product development, sales and marketing positions with Turbotak.

Richard H. Hurd
Age: 72

Director since 1993

Richard H. Hurd served as President from August 1993 to August 1997 and Treasurer from April 1994 to August 1997 of Sonic Environmental Systems, Inc., a predecessor to our company. He currently serves as our audit committee chairperson. Mr. Hurd has been President and sole owner of RHB Capital Company Inc., a financial consulting company since 1987. He also acts as a Special Assistant to the Treasurer of the State of New Jersey.

Glen O. Wright
Age: 60

Director since 2005

Glen O. Wright founded Wright, Mogg and Associates Ltd., a pension and benefits consulting firm and served as its Chief Executive Officer from 1980 to 1986, and its Chairperson and Chief Executive Officer until 1996. It was sold in 2000 to Cowan Insurance Group and he continued as Chairman of the Cowan Insurance Group until October 2002. He served as the Chairman of the Workplace Safety and Insurance Board in Ontario from June 1996 to February 2004 and served as Chairman of Hydro One, the agency responsible for electric transmission in Ontario from June 2002 to May 2003. Since February 2004, he has been working on a number of consulting projects through GPark Consulting Ltd., of which he is President. He is currently a director of PrinterOn Corporation and LeanCor Logistics LLC, and was formerly a director for the Institute for Work and Health, Gore Mutual Insurance and the Canadian Broadcasting Corporation, a member of the Wilfrid Laurier University Foundation and a member of the Council for Canadian Unity.

Raymond L. Alarie
Age: 57

Director since 2008

Raymond L. Alarie, P.Eng., a member of the Professional Engineers of Ontario, was Executive Vice President for Stantec Inc. from 2003 to 2006, with responsibility for several professional disciplines and regional operations in Canada and in the USA totaling some 2,500 staff. Stantec provides professional design and consulting services in planning, engineering, architecture, surveying, and project management. Prior thereto and concurrent with the most recent position, he was a member of Stantec's Executive Leadership Team from 1997 to 2006 and contributed to Stantec's growth from 1,500 to over 5,500 employees. Since his retirement from Stantec in January 2006, he has continued to provide occasional services to that firm as a senior consultant. In 2005, he received his corporate director designation through the Institute of Corporate Directors of Canada.

Dr. F. Eugene Deszca
Age: 61

Director since 2008

Dr. F. Eugene Deszca, Ph.D., has been a Professor since 1982 at Wilfrid Laurier University in the School of Business and Economics, where he is currently the Associate MBA Director. He has taught at Queen's University, York University, the University of Western Ontario's Graduate Program in Engineering Management, and at St. Francis Xavier University, and is a member of the board of directors of the Society of Management Accountants of Canada. As an educator and consultant, he has focused on the development of organizations and the people who work there, change management and the enactment of strategy. His consulting work is conducted through Gene Deszca and Associates, of which he is President.

All directors hold office until the next annual meeting of stockholders and the election and qualification of their successors. Executive officers are elected annually by the board of directors to hold office until the first meeting of the board following the next annual meeting of stockholders or until their successors are chosen and qualified.

THE BOARD UNANIMOUSLY RECOMMENDS A VOTE FOR THE ELECTION OF EACH OF THE NOMINEES.

RATIFICATION OF INDEPENDENT AUDITORS

Our Audit Committee has appointed Deloitte & Touche, LLP as our independent auditors for the 2010 fiscal year (July 1, 2009 through June 30, 2010) subject to stockholders ratification. Although stockholder ratification of the Audit Committee's action in this respect is not required, the board of directors considers it desirable for stockholders to ratify such an appointment.

A representative of Deloitte & Touche, LLP is expected to attend the meeting. He or she will have the opportunity to speak at the meeting if he or she wishes and will also respond to appropriate questions.

Fees for professional services provided by our independent auditors in each of the last two fiscal years, in each of the following categories are as follows:

Fees billed by Deloitte & Touche LLP:	2009	2008
Audit fees -----	\$ 98,054	\$ 96,172
Audit-related fees -----	\$ 5,143	\$ 6,431
Tax fees -----	\$ 19,071	\$ --
	\$122,268	\$102,603

Fees billed by Mintz & Partners LLP:	2009	2008
Audit fees -----	\$ --	\$ 8,014
Audit-related fees -----	\$ --	\$ --
Tax fees -----	\$ --	\$ 7,322
	\$ --	\$15,336

Audit fees services include fees associated with the annual audit, assistance with and review of documents filed with the Securities and Exchange Commission and comfort letters. Audit-related fees principally consist of audit-related consultation. Tax fees include tax compliance and tax consultations. Deloitte & Touche, LLP has unrestricted access to the Audit Committee to discuss audit findings and other financial matters.

The audit committee has adopted a policy that requires advance approval of all audit, audit-related, tax and other services performed by the independent auditor. The policy provides for pre-approval by the audit committee of specifically defined audit and non-audit services. Unless the specific service has been previously pre-approved with respect to that year, the audit committee must approve the permitted service before the independent auditor is engaged to perform it.

Change of Auditor

Effective January 29, 2008, the public accounting practice of Mintz & Partners LLP, the independent accounting firm who audited our consolidated financial statements for the fiscal years ending June 30, 2007, 2006 and 2005, was acquired by Deloitte & Touche LLP. As a consequence, our audit opinions are now being provided by Deloitte. Previously issued audit opinions will be re-issued, and consents to include previously issued Mintz opinions in Securities and Exchange Commission filings will be provided by Mintz. Mintz, with the consent of Deloitte, has therefore resigned as our independent accounting firm of record on January 29, 2008.

Mintz's report on the financial statements for the years ended June 30, 2007 and 2006 did not contain an adverse opinion or disclaimer of opinion, and was not modified as to uncertainty, audit scope, or accounting principle.

The resignation was approved by our board of directors and our audit committee.

There were no disagreements with Mintz, whether or not resolved, on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which, if not resolved to Mintz's satisfaction, would have caused it to make reference to the subject matter of the disagreement in connection with its report.

We did not consult with Deloitte regarding the application of accounting principles to a specific completed or contemplated transaction, or the type of opinion that might be rendered on our financial statements and we did not obtain written or oral advice in reaching a decision as to accounting, auditing or financial reporting issues.

THE BOARD UNANIMOUSLY RECOMMENDS A VOTE FOR THE RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE, LLP AS OUR INDEPENDENT AUDITORS FOR OUR FISCAL YEAR ENDING JUNE 30, 2010.

STATEMENT OF CORPORATE GOVERNANCE

Our business is managed under the direction of the board of directors. The board delegates the conduct of business to our senior management team.

Our Board of Directors has determined that each of our non-employee directors (Messrs. Kivenko, Hurd, Wright, Alarie and Deszca), who collectively constitute a majority of our Board, meets the general independence criteria set forth in the Nasdaq Marketplace rules. In addition, as further required by the Nasdaq rules, our Board has made a subjective determination as to each of the foregoing individuals that no relationships exist that, in the opinion of our Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

The board usually meets three to four times a year in regularly scheduled meetings. It may meet more often if necessary. The board held four meetings in fiscal 2009, with attendance by each director at all of the meetings, either in person or by telephone, except for one meeting missed by Ken Kivenko. The Chairman usually determines the agenda for the meetings. Board members receive the agenda and supporting information in advance of the meetings. Board members may raise other matters at the meetings.

The board considers all major decisions. The board has established two standing committees, an Audit and Governance Committee and a Human Resources and Compensation Committee. The Audit Committee's duties and responsibilities are described below under "Report of Audit Committee". The Audit Committee, which is currently composed of Messrs. Hurd, Kivenko and Alarie, held four meetings relative to fiscal 2009, at which all members were present either in person or by telephone. The board of directors has determined that Messrs. Hurd, Kivenko and Alarie meet the Nasdaq Marketplace Rule definition of "independent" for audit committee purposes. The board of directors has also determined that Richard H. Hurd meets the SEC definition of an "audit committee financial expert".

The Compensation Committee is responsible for oversight and administration of executive compensation. The Compensation Committee does not have a written charter. The Compensation Committee, which is composed of Messrs. Wright, Alarie and Deszca, held one meeting in fiscal 2009. The Compensation Committee annually reviews and determines both the cash and non-cash components of compensation paid to our directors and executive officers. The Compensation Committee does not rely on the use of outside consultants while carrying out its duties. No delegation of duties or functions to other parties has occurred. Our executive officers have historically not performed any role in determining or recommending the amount or form of executive or director compensation.

We do not have a nominating committee as the board has determined, given its relatively small size, to perform this function as a whole. We do not currently have a charter or written policy with regard to the nomination process. At this time, we do not have a formal policy with regard to the consideration of any director candidates recommended by our stockholders because historically we have not received recommendations from our stockholders.

Stockholders may propose director nominees for consideration by our board of directors. Stockholders can propose qualified candidates for director nominees by submitting, in writing, the names, appropriate biographical information and qualifications of such nominees to: Egbert Q. van Everdingen, Secretary, TurboSonic Technologies, Inc., 550 Parkside Drive, Suite A-14, Waterloo, Ontario, Canada N2L 5V4. Properly completed submissions that are received will be forwarded to the board of directors for further review and consideration. In considering any nominee proposed by a stockholder, the directors will reach a conclusion based on the factors described below. The board does not intend to evaluate candidates proposed by stockholders any differently than other candidates. After full consideration, the stockholder proponent will be notified of the decision of the board of directors.

Qualifications for consideration as a board nominee may vary according to the particular areas of expertise being sought as a complement to the existing board composition. However, in making its nominations, the board of directors considers, among other things, an individual's business experience, industry experience, breadth of knowledge about issues affecting our company, time available for meetings and consultation regarding company matters and other particular skills and experience possessed by the individual.

During fiscal 2009, there was a reduction in the size of the board from eight to seven, with three directors elected to the board in December 2007 not standing for re-election and the addition of two new nominees at the 2008 annual meeting of stockholders.

CODE OF ETHICS

We have a Code of Ethics that applies to all of our employees, including our Chief Executive Officer, Chief Financial Officer and VP Finance & Administration. The Code of Ethics was filed as an exhibit to our Annual Report on Form 10-KSB for the year ended June 30, 2004 and is available on our website at www.turbosonic.com at the Investor Relations page.

STOCKHOLDER COMMUNICATION WITH BOARD MEMBERS

We maintain contact information for stockholders, both telephone and email, on our website (www.turbosonic.com) under the heading "Contact Us." By following the Contact Us link, a stockholder will be given access to our telephone number and mailing address as well as a link for providing email correspondence to Investor Relations. Communications sent to Investor Relations and specifically marked as a communication for our board will be forwarded to the board or specific members of the board as directed in the stockholder communication. In addition, communications received via telephone or mail for the board are forwarded to the board by one of our officers.

BOARD MEMBER ATTENDANCE AT ANNUAL MEETINGS

Our board of directors does not have a formal policy regarding attendance of directors at our annual stockholder meetings. All directors attended our 2008 annual meeting of stockholders.

REPORT OF AUDIT COMMITTEE

The Audit and Governance Committee operates under a written charter adopted by the board of directors. The Audit Committee Charter is posted on the Investor Relations page of TurboSonic's website at www.turbosonic.com. The functions of the Audit Committee include the following:

- ◆ appointment of independent auditors, determination of their compensation and oversight of their work;
- ◆ review the arrangements for and scope of the audit by independent auditors;
- ◆ review the independence of the independent auditors;
- ◆ consider the adequacy and effectiveness of the accounting and financial controls;
- ◆ pre-approve audit and non-audit services;
- ◆ establish procedures regarding complaints relating to accounting, internal accounting controls, or auditing matters;
- ◆ review and approve any related party transactions; and
- ◆ discuss with management and the independent auditors TurboSonic's draft quarterly interim and annual financial statements and key accounting and reporting matters.

Management has the primary responsibility for the financial statements and the reporting process, including the systems of internal controls, and the independent auditors are responsible for auditing those financial statements in accordance with generally accepted auditing standards and to issue a report thereon. The Audit Committee's responsibility is to oversee the financial reporting process on behalf of the board of directors and to report the result of their activities to the board of directors.

In overseeing the preparation of TurboSonic's financial statements, the Audit Committee met with both management and outside auditors to review and discuss all financial statements prior to their issuance and to discuss significant accounting issues. TurboSonic's management advised the Audit Committee that all financial statements were prepared in accordance with generally accepted principles, and the Audit Committee discussed the statements with both management and TurboSonic's outside auditors. The Audit Committee's review included discussion with the outside auditors of matters required to be discussed pursuant to Statement of Auditing Standards No. 114, *The Auditor's Communication With Those Charged With Governance*, which has superceded Statement on Auditing Standards (SAS) No. 61, *Communication With Audit Committees*.

The audit committee has received the written disclosures and the letter from the independent accountant required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant's communications with the audit committee concerning independence, and has discussed with the independent accountant the independent accountant's independence.

On the basis of these reviews and discussions, the Audit Committee recommended to TurboSonic's board that it approve the inclusion of TurboSonic's audited financial statements in its Annual Report on Form 10-K for the fiscal year ended June 30, 2009.

September 22, 2009

THE AUDIT COMMITTEE

Richard H. Hurd, Chairman
Ken Kivenko
Raymond L. Alarie

EXECUTIVE COMPENSATION

SUMMARY COMPENSATION

Set forth below is the aggregate compensation that we paid for services rendered on our behalf in all capacities during our fiscal year ended June 30, 2009 by our chief executive officer and by executive officers receiving total annual compensation exceeding \$100,000 during our fiscal year ended June 30, 2009 (collectively, the “named executive officers”):

Name and Principal Position	Year Ended June 30,	SUMMARY COMPENSATION TABLE (1)				Total
		Salary	Option Awards (2)	Non-equity Incentive Plan Compensation (3)	All Other Compensation	
Edward F. Spink	2009	\$193,121	\$ 4,452	\$96,561	\$ 1,287 (4)	\$295,421
CEO, Chairman (2007)	2008	\$224,284	\$13,699	--	\$ 1,477 (4)	\$239,460
Egbert Q. van Everdingen,	2009	\$171,664	\$ 4,452	\$85,832	\$ 1,287 (4)	\$263,235
President, Secretary & Treasurer	2008	\$202,265	\$13,699	--	\$ 1,969 (4)	\$217,933
Carl A. Young,	2009	\$ 96,973	--	\$42,916	--	\$139,889
Chief Financial Officer	2008	\$111,785	--	--	--	\$111,785
Richard C. Gimpel,	2009	\$123,600	--	\$ 27,540	\$ 12,963 (5)	\$164,103
VP – Marketing & Sales	2008	\$112,924	\$ 2,749	\$ 4,035	\$ 16,991 (5)	\$136,699
Robert A. Allan	2009	\$ 98,692	--	\$ 15,321	--	\$114,013
VP – Engineering						

- 1) *No bonus awards were made except for bonus awards under Non-Equity Incentive Plan Compensation. We have no pension or deferred compensation plans to which we contribute.*
- 2) *This column represents the dollar amount recognized for financial statement reporting purposes with respect to the 2009 fiscal year for the fair value of option awards granted in fiscal 2008 and 2009, in accordance with SFAS 123R. Pursuant to SEC rules, the amounts shown exclude the impact of estimated forfeitures related to service-based vesting conditions. The fair value of the option award was calculated using the closing price of our common stock on the date of grant. For additional information, refer to note 12 of our financial statements in the Form 10-K for the year ended June 30, 2009. Amounts in this column reflect our accounting expense for these awards and do not correspond to the actual value that will be recognized by the named executive officers.*
- 3) *Amounts in this column represent a discretionary bonus approved by our board of directors in fiscal 2009 and 2008 for the named executive officers.*
- 4) *This represents directors fees received during the corresponding fiscal year.*
- 5) *This represents commission paid on orders received prior to fiscal 2007.*

The recognized stock-based compensation expense listed as Option Awards for Mr. Spink in the above Summary Compensation table was derived from option awards made on January 5, 2007 at an exercise price of \$1.10 per share, receiving 15,000 options as our Chief Executive Officer and 20,000 options as director and Chairman of the Board, together with an award of 20,000 options as a director made on December 11, 2007 at an exercise price of \$0.84 and an award of 20,000 options as a director made on December 11, 2008 at an exercise price of \$0.30.

The recognized stock-based compensation expense listed as Option Awards for Mr. van Everdingen in the above Summary Compensation table was derived from option awards made on January 5, 2007 at an exercise price of \$1.10 per share, receiving 15,000 options as our President and Secretary & Treasurer and 20,000 options as a director, together with an award of 20,000 options as a director made on December 11, 2007 at an exercise price of \$0.84 and an award of 20,000 options as a director made on December 11, 2008 at an exercise price of \$0.30.

The recognized stock-based compensation expense listed as Option Awards for Mr. Gimpel in the above Summary Compensation Expense table was derived from an option award made on January 5, 2007 at an exercise price of \$1.10 per share.

The options reflected in the above Summary Compensation table as having been granted to Messrs. Spink and van Everdingen, in their respective capacities as members of our board were immediately exercisable upon their grant date. The options reflected therein as having been granted to Messrs. Spink, van Everdingen and Gimpel, in their respective capacities as employees will not become exercisable prior to January 5, 2010.

None of our current executive officers are employed pursuant to an employment agreement.

OUTSTANDING EQUITY AWARDS AT JUNE 30, 2009

	Number of Shares Underlying Unexercised Options Exercisable	Number of Shares Underlying Unexercised Options Unexercisable (1)	Exercise Price	Expiration Date
Edward F. Spink	35,000	--	\$0.75	10/31/2010
	20,000	15,000	\$1.10	1/05/2012
	20,000	--	\$0.84	12/11/2015
	20,000	--	\$0.30	12/11/2016
Carl A. Young	--	--	--	--
Egbert Q. van Everdingen	15,000	--	0.75	10/31/2010
	20,000	15,000	\$1.10	1/05/2012
	20,000	--	\$0.84	12/11/2015
	20,000	--	\$0.30	12/11/2016
Richard C. Gimpel	5,000	--	\$0.75	10/31/2010
	--	12,500	\$1.10	1/05/2012
Robert A. Allan	--	12,500	\$1.10	1/05/1012

1) Options vest on January 5, 2010.

COMPENSATION OF DIRECTORS

	Fees Earned or Paid in Cash	Option Awards (2)	All Other Compensation	Total
Donald R. Spink (1)	\$ 5,150	\$ --	\$ --	\$ 5,150
Julien J. Hradecky (1)	\$ 4,721	\$ --	\$ --	\$ 4,721
Richard R. Hurd	\$21,750	\$ 4,452	\$ --	\$ 26,202
Ken Kivenko	\$17,166	\$ 4,452	\$ --	\$ 21,618
Andrew T. Meikle (1)	\$ 5,150	\$ --	\$ --	\$ 5,150
Glen O. Wright	\$13,304	\$ 4,452	\$ --	\$ 17,756
Raymond L. Alarie	\$ 7,510	\$ 4,452	\$ --	\$ 11,962
F. Eugene Deszca	\$ 6,867	\$ 4,452	\$ --	\$ 11,319

- 1) Messrs. Donald Spink, Meikle and Hradecky did not stand for election as a director at the December 11, 2008 annual meeting of shareholders.
- 2) This column represents the dollar amount recognized for financial statement reporting purposes with respect to the 2009 fiscal year for the fair value of option awards granted in fiscal 2009, in accordance with SFAS 123R. Pursuant to SEC rules, the amounts shown exclude the impact of estimated forfeitures related to service-based vesting conditions. The fair value of the option award was calculated using the closing price of our common stock on the date of grant. For additional information, refer to note 12 of our financial statements in the Form 10-K for the year ended June 30, 2009. See the Grants of Plan-Based Awards Table below for information on stock awards made in 2009. Amounts in this column reflect our accounting expense for these awards and do not correspond to the actual value that will be recognized by the directors.

During the fiscal year ended June 30, 2008 and the first half of fiscal 2009, all of our directors were each paid \$500 (CAD for all board members, except Mr. Hurd who is in US Dollars) for each board meeting attended and our non-executive directors were paid \$2,500 per quarter and \$250 for each committee meeting attended. Commencing with the third quarter of fiscal 2009, our non-executive directors were paid \$3,000 per quarter and \$500 for each regularly scheduled board meeting or committee meeting attended in person and \$250 for each meeting attended by phone. In addition to the above-noted fees, the board and the audit committee chairperson each receive \$3,000 per quarter and the compensation committee chairperson receives \$750 per quarter. All of our directors are periodically granted stock options, typically on a yearly basis. Non-executive directors receive reimbursement of out-of-pocket expenses incurred for each board meeting or committee meeting attended. During the fiscal year ended June 30, 2009, there was a grant of 20,000 options to each director, which vested immediately, had an exercise price of \$0.30 and an expiration date of December 11, 2016.

SECURITY OWNERSHIP

The following table sets forth, as of November 3, 2009, the number of shares of our common stock beneficially owned by each person who, to our knowledge, is the holder of 5% or more of our common stock, by each of our current directors and the named executive officers in the Summary Compensation Table, above, and by all of our executive officers and directors as a group.

Name and Address of Beneficial Owner or Identity or Group*	Number of Shares Beneficially Owned (1)	Approximate Percentage of Class
Dr. Donald R. Spink, Sr.	1,273,070 (3)	8.0%
Edward F. Spink.....	1,205,468 (2) (5)	7.6%
Egbert Q. van Everdingen	386,120 (2) (6)	2.4%
Richard H. Hurd.....	136,673 (4)	**
Glen O. Wright.....	114,400 (4)	**
Ken Kivenko	70,000 (7)	**
Raymond L. Alarie.....	220,000 (10)	1.4%
Dr. F. Eugene Deszca.....	110,000 (10)	**
Carl A. Young	7,000	**
Richard C. Gimpel	35,625 (8)	**
Robert A. Allan	127,250	**
Heartland Advisors, Inc. (11).....	1,350,000	8.5%
Bard Associates, Inc. (12)	1,499,725	9.5%
Sprott Asset Management Inc. (13)	1,033,800	6.5%
All Executive Officers and Directors as a group (11 persons).....	2,457,298 (9)	15.5%

(*) Unless otherwise indicated, address of each person is c/o TurboSonic Technologies, Inc. 550 Parkside Drive, Suite A-14, Waterloo, Ontario, N2L 5V4, Canada.

(**) Less than 1%.

(1) Unless otherwise indicated, all persons named below have sole voting and investment power over listed shares.

(2) Includes shares of TurboSonic Canada Inc., a wholly owned subsidiary of our company, which by their terms are convertible at any time into a like number of shares of Common Stock of our company (“TurboSonic Canada Shares”).

(3) Includes 764,609 TurboSonic Canada Shares owned by Canadian numbered corporation, over which shares Dr. Spink exercises voting control.

(4) Includes 80,000 shares issuable upon exercise of vested options.

(5) Includes 95,000 shares issuable upon exercise of vested options.

(6) Includes 75,000 shares issuable upon exercise of vested options

(7) Includes 60,000 shares issuable upon exercise of vested options.

(8) Includes 5,000 shares issuable upon exercise of vested options.

(9) Includes 447,500 shares issuable upon exercise of vested options.

(10) Includes 20,000 shares issuable upon exercise of vested options.

(11) Pursuant to a Schedule 13G filed on February 11, 2009, Heartland Advisors, Inc., an investment adviser, and William J. Nasgovitz have shared power to direct the disposition of, and the shared power to direct the vote of, 1,350,000 shares. The address of the beneficial owner is 789 North Water St., Milwaukee, WI 53202.

(12) Pursuant to a Schedule 13G filed on February 5, 2009, Bard Associates, Inc. , an investment adviser, has the sole power to direct the disposition of 1,499,725 shares and the sole power to direct the vote of 103,750 shares. The address of the beneficial owner is 135 South LaSalle St., Suite 2320, Chicago, IL 60603.

(13) Pursuant to a Schedule 13G filed on February 13, 2009, Sprott Asset Management Inc. has the shared power to direct the disposition of, and the shared power to direct the vote of 1,033,800 shares. The address of the beneficial owner is Suite 2700, South Tower, Royal Bank Plaza, Toronto, ON M5J 2J1, Canada.

Section 16(a) of the Securities Exchange Act of 1934 requires our officers and directors, and persons who own more than 10% of our common stock, to file reports of ownership and changes in ownership with the Securities and Exchange Commission. These persons are required by the SEC regulation to furnish our company with copies of all Section 16(a) forms they file.

Based solely upon a review of the copies of such reports filed with us, we believe that during the year ended June 30, 2009 such reporting persons complied with the filing requirements of said Section 16(a), except that: Dr. Donald R. Spink, Sr., while a director of our company, did not file on a timely basis one Form 4 reflecting three donation transactions. The non-timely Form 4 was subsequently filed with the SEC.

ACCOMPANYING INFORMATION

Accompanying this proxy statement is a copy of our Annual Report to Stockholders on Form 10-K for our fiscal year ended June 30, 2009. Such Annual Report includes our audited financial statements for the two fiscal years ended June 30, 2009. No part of such Annual Report shall be regarded as proxy-soliciting material or as a communication by means of which any solicitation is being or is to be made.

2010 STOCKHOLDER PROPOSALS

Stockholders are entitled to submit proposals on matters appropriate for stockholder action consistent with regulations of the SEC. In order for stockholder proposals for the 2010 Annual Meeting of Stockholders to be eligible for inclusion in our proxy statement, our Secretary must receive them at our principal executive offices not later than July 8, 2010.

DELIVERY OF DOCUMENTS TO STOCKHOLDERS SHARING AN ADDRESS

We have adopted a procedure called “householding,” which the SEC has approved. Under this procedure, we are delivering a single copy of this proxy statement and the annual report to multiple stockholders who share the same address if instructions to do so have been received from one or more of the stockholders. This procedure reduces our printing costs, mailing costs and fees. Stockholders who participate in householding will continue to be able to receive separate proxy cards. Upon written or oral request, we will deliver promptly a separate copy of this proxy statement and the annual report to any stockholder at a shared address to which we delivered a single copy of any of these documents. To receive a separate copy of this proxy statement and the annual report, stockholders may contact our Secretary by mail at Egbert Q. van Everdingen, TurboSonic Technologies, Inc., 550 Parkside Drive, Suite A-14, Waterloo, Ontario, Canada N2L 5V4 or by telephone at (519) 885-5513. Other stockholders who have multiple accounts in their names or who share an address with other stockholders can authorize us to discontinue mailings of multiple annual reports and proxy statements by contacting our transfer agent, American Stock Transfer & Trust Company, 59 Maiden Lane, New York, NY 10038, if they are a stockholder of record, or their broker, bank or other nominee, if the shares are held in street name.

OTHER MATTERS

The board knows of no other matters to be brought before the meeting. However, if other matters should come before the meeting, it is the intention of each person named in the proxy to vote such proxy in accordance with his judgment on such matters.