



PROXY STATEMENT
June 24, 2008

GENERAL INFORMATION

This Definitive Proxy Statement is furnished in connection with the solicitation of proxies by the Board of Directors of Amistar Corporation, a California corporation (the "Company"), for use at the Annual Meeting of Shareholders of the Company to be held Wednesday, August 13, 2008 at 10:00 A.M., local time, in the conference room at the offices of Amistar Automation, Inc. located at 1269 Linda Vista Drive, San Marcos, California, and at any adjournment or adjournments thereof.

At the Annual Meeting, the shareholders of the Company (the "Shareholders") will be asked to elect three Directors and two alternates. All proxies which are properly completed, signed and returned to the Company prior to the Annual Meeting will be voted. Any proxy given by a Shareholder may be revoked at any time before it is exercised by filing with the Secretary of the Company an instrument revoking it, by a duly executed proxy bearing a later date, or by the Shareholder attending the Annual Meeting and expressing a desire to vote his or her shares in person.

The Board of Directors has fixed the close of business on June 20, 2008 as the record date for the determination of Shareholders entitled to vote at the Annual Meeting and any adjournment thereof. At the close of business on the record date there were outstanding 3,307,544 shares of common stock of the Company (the "Common Stock"). The shares of Common Stock vote as a single class. Holders of shares of Common Stock on the record date are entitled to one vote for each share held (unless there is cumulative voting, as described below). The presence at the Annual Meeting, either in person or by proxy, of the holders of a majority of the shares of Common Stock issued, outstanding and entitled to vote is necessary to constitute a quorum for the transaction of business. Abstentions and broker non-votes are counted for purposes of determining the presence of a quorum.

Voting guideline related to Proposal No. 2

In the event that, prior to the election of Directors, a Shareholder has given notice at the Annual Meeting of such Shareholder's intention to cumulate votes (i.e. to cast for any one or more candidates a number of votes for each share equal to the number of Directors to be elected) and the names of such candidate or candidates have been placed in nomination, then in electing Directors all Shareholders may cumulate their votes for candidates in nomination. Otherwise, no Shareholder shall be entitled to cumulate votes. The Company has not been advised that any Shareholder intends to give notice of intention to nominate a Director or to cumulate votes for Directors. In the event the Directors are to be elected by cumulative voting, the persons named in the accompanying form of proxy will have the discretion to cumulate votes and to distribute such votes among all nominees (or if authority to vote for any nominee or nominees has been withheld, among the remaining nominees, if any) in whatever manner they deem appropriate. Whether or not there is cumulative voting, the three candidates and two highest alternates receiving the highest number of affirmative votes will be elected. Votes against a candidate and votes withheld have no legal effect.

If a choice is specified in the proxy as to the manner in which it is to be voted on a particular proposal, the persons acting under the proxy will vote the shares of Common Stock represented thereby in accordance with such choice. If no choice is specified, the shares of Common Stock will be voted "FOR" the Directors nominated. In matters other than the election of Directors, the affirmative vote of the majority of the shares present or represented by proxy at the Annual Meeting will be required for approval of the proposal. Under California law, abstentions and broker non-votes are not counted for purposes of determining whether a proposal has been approved.

In the event that sufficient votes in favor of the proposal are not received by the date of the Annual Meeting, the persons named as proxies may propose one or more adjournments of the Annual Meeting to permit further solicitation of proxies. Any such adjournment will require the affirmative vote of the holders of a majority of the shares of Common Stock present in person or by proxy at the Annual Meeting. The persons named in the proxies will vote in favor of such adjournment or adjournments.

The cost of preparing, assembling, printing and mailing the Proxy Statement, the Notice and the enclosed proxy form and the cost of soliciting proxies relating to the Annual Meeting will be borne by the Company. The Company will request banks, brokers, dealers and voting trustees or other nominees to solicit their customers who are beneficial owners of shares listed of record in names of nominees, and will reimburse them for the reasonable out-of-pocket expenses of such solicitations. The original solicitation of proxies by mail may be supplemented by telephone, telegram and personal solicitation by officers and other regular employees of the Company, but no additional compensation will be paid to such individuals on account of such activities.

PROPOSAL NO. 1 AMENDMENT OF BYLAWS-MINIMUM NUMBER OF DIRECTORS

As part of the Company's preliminary plan to wind down its operations, reduce expenses and conserve cash, including reducing the expense related to the retention of its Directors, and considering the reduced complexity of its present operations, including the elimination of the requirements under the 1934 Act of the Securities and Exchange Commission following the de-registration of its stock, the Company recommends amending Article III Section 2 its Bylaws to reduce the minimum number of directors from five to three.

Recommendation

The Company's Board of Directors believes that the reduction of the minimum number of Directors from five to three is in the Company's best interests and the best interests of the Company's shareholders and unanimously recommends a vote "FOR" Proposal No 1.

PROPOSAL NO. 2 ELECTION OF DIRECTORS

Nominees

The Bylaws of the Company presently provide that the authorized number of Directors shall be no less than five and no more than nine and that the exact number of Directors shall be fixed from time to time by the Board of Directors. At present, the Board has fixed the number of Directors at three, pending approval of proposal one by the Company's shareholders to reduce the minimum number to three.

At the Annual Meeting, three Directors and two alternates will be elected to serve until the next Annual Meeting and until their successors are elected and qualified. The Board of Directors intends to nominate the three persons named below for election as Directors along with two alternates. Each nominee has consented to being named in this proxy statement and has agreed to serve as a director if elected. Unless otherwise instructed, the proxy holders intend to vote the shares of Common Stock represented by the proxies to cause the election of these nominees.

No arrangement or understanding exists between any nominee and any other person or persons pursuant to which any nominee was or is to be selected as a director. No nominee has any family relationship with any other nominee or with any of our executive officers.

Information Concerning Nominees

The nominees are listed below, together with their ages, positions and offices with the Company.

Name	Age	Title
Director Nominees:		
Stuart C. Baker	77	Chairman of the Board and President (1)
William W. Holl	77	Director, Compensation Committee Chair candidate (1)
Gregory D. Leiser	51	Vice President Finance and Chief Financial Officer
Alternate Director Nominees:		
Gordon S. Marshall	88	Director
Carl C. Roecks	73	Former Director of the Company

(1) Nominee for member of the compensation committee

Mr. Baker, a founder of the Company, has served the Company as a Director and President since its inception in 1971 and as its Chairman of the Board since 1993. In March 2008, Mr. Baker retired and serves the Company as its Chairman and President on a part-time basis.

Mr. Holl, a founder of the Company, has served the Company as Director since its inception, as Secretary and Treasurer from its inception in 1971 until 2007 and as Chief Financial Officer from 1978 through 2001.

Mr. Leiser has served the Company since 1995, as Vice-President Finance since 1999, as Chief financial Officer since 2001, as Vice-President, CFO and Director of Distributed Delivery Networks since April 2004 and as Secretary and Treasurer since November 2006.

Mr. Roecks, a director until 2005, and a founder of the Company, has served the Company in various engineering and management capacities since its inception in 1971 through 2005.

Mr. Marshall a director of the Company since 1974 has served the Company as the Chairman of the Board from 1974 to 1993. Mr. Marshall was the founder and former Chairman of the Board of Marshall Industries, an electronics distribution company that was acquired by Avnet Electronics Marketing in 1999.

Board Nomination

The Board does not have a formal policy for selection or acceptance of nominees. All members consider nominees based on the best interests of the Company. The Board has not utilized any third parties in the selection of nominees. No candidates have been nominated during 2008 by a stockholder holding 5% or more the Company's stock.

Recommendation

The Company's Board of Directors believes that the election of each of the Directors are in the Company's best interests and the best interests of the Company's shareholders and unanimously recommends a vote "FOR" Proposal No.2.

EMPLOYEE COMPENSATION PLANS

Summary Compensation Table

The purpose of this table is to set forth in specific columnar form the total annual compensation of the CEO/President and the other four most highly compensated executive officers whose salary and bonuses exceeded \$100,000 for fiscal 2007. The Company has not granted restricted stock or stock appreciation rights to any of the persons listed below during the past three fiscal years.

Name and Principal Position	Year	Annual Compensation		Long-Term Compensation	
		Salary (\$)	Bonus \$(1)	Other Annual Compensation (2)	Securities Underlying Options/ SAR's #
Stuart C. Baker President	2007	150,000	-	7,200	-
	2006	150,000	-	7,200	-
	2005	150,000	-	7,200	-
Gregory D. Leiser VP Finance/CFO	2007	135,000	-	7,875	22,500
	2006	122,500	-	7,875	7,500
	2005	122,500	-	7,875	-

(1) Bonuses are shown in the year paid and are based on the prior year's performance.

(2) Includes a car allowance for each named individual plus the Company's matching contributions to the Company's 401-K Plan.

401-K Plan

The employer matching contribution to the 401-K Plan was eliminated during March 2006.

Stock Option Plans

In 1994, the Company adopted an incentive stock option plan (the "1994 Plan") for employees. The Plan allows for grants of options to purchase up to 310,000 shares of authorized but un-issued common stock. Stock options are granted with an exercise price equal to the stock's fair market value at the date of grant, generally vest over four years from the date of grant, and expire five years after the date of grant. No further grants can be made from the 1994 plan due to expiration of the ten-year term of the plan.

In 2005, the Company adopted and the shareholders approved a new stock option plan (the "2005 Plan") for employees. The 2005 Plan allows for grants of incentive and non-qualified options to purchase up to 300,000 shares of authorized but un-issued common stock and has similar provisions as the 1994 Plan. The 2005 Plan provides for grants to directors and consultants.

There were no shares granted during 2007.

Stock option activity during the periods indicated is as follows:

	Year Ended December 31,			
	2007		2006	
	No. of Shares	Weighted- Average Exercise Price	No. of Shares	Weighted- Average Exercise Price
Beginning balance	203,750	\$ 2.6300	134,250	\$ 2.1400
Options granted	-		81,500	3.3000
Options exercised	-		(12,000)	1.6500
Options expired/cancelled	(53,000)	2.4600	-	-
Ending balance	<u>150,750</u>	<u>\$ 2.6900</u>	<u>203,750</u>	<u>\$ 2.6300</u>
Balance exercisable	<u>86,000</u>		<u>48,250</u>	

The range of exercise prices on options outstanding at December 31, 2007 are as follows:

Range of Exercise Price	Options Outstanding			Options Exercisable	
	Number	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price	Number	Weighted Average Exercise Price
\$0.81 - \$1.00	17,750	0.20	\$ 0.81	17,750	\$ 0.81
\$1.76 - \$2.50	44,000	1.30	2.16	38,500	2.16
\$2.51 - \$3.40	89,000	3.33	3.31	29,750	3.35
\$0.81 - \$3.40	<u>150,750</u>	<u>2.69</u>	<u>\$ 2.63</u>	<u>86,000</u>	<u>\$ 2.29</u>

As of June 24, 2008, there were 67,500 options outstanding, of which 41,750 were exercisable.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information regarding the Company's Common Stock owned on June 24, 2008 by each person who is known by the Company to own beneficially more than 5% of the Company's Common Stock, by each of the Company's directors, executive officers, and by all directors and executive officers as a group. The numbers and percentages shown include the shares of Common Stock actually and beneficially owned as of June 24, 2008 and the shares of Common Stock that the person or group had the right to acquire within 60 days of such date. In calculating the percentage of ownership, all shares of Common Stock that the identified person or group had the right to acquire within 60 days of June 24, 2008, upon the exercise of options are deemed to be outstanding for the purpose of computing the percentage of the shares of Common Stock owned by such person or group, but are not deemed to be outstanding for the purpose of computing the percentage of the shares of Common Stock owned by any other person.

Directors, Officers And 5% Shareholders	Shares Directly and Beneficially Owned (1)	Percent
Gordon S. Marshall (a)	712,400	21.5%
Stuart C. Baker (a)	409,800 (2)	12.4%
Carl C. Roecks	202,700 (3)	6.1%
William W. Holl (a)	156,550 (4)	4.7%
Gregory D. Leiser (a)	21,925 (5)	*
(a) All directors and officers as a group	1,298,800	39.3%

* Less than 1% of the outstanding common stock.

- 1) Except as indicated in other notes to this table, each shareholder listed has i) sole voting and dispositive power with respect to the shares beneficially owned subject to applicable community property laws and ii) their address is 1269 Linda Vista Drive, San Marcos, CA 92078
- 2) Represents shares held by the Baker Family Trust dated January 16, 1985 for which Mr. Baker and his wife are co-trustees.
- 3) Represents shares held by the Roecks Family Trust dated June 7, 1984 for which Mr. Roecks and his wife are co-trustees.
- 4) Represents shares held by the Holl Trust dated September 24, 1998 for which Mr. Holl is the trustee.
- 5) Includes 18,750 shares issuable upon exercise of stock options exercisable within 60 days of June 24, 2008.

SHAREHOLDER COMMUNICATIONS WITH THE BOARD

Any communications from shareholders to the Board must be addressed in writing and mailed to the attention of Chairman, Amistar Corporation 1269 Linda Vista Drive, San Marcos, CA 92078. Written communications from shareholders will be provided to the Board according to the judgment of the Chairman.

OTHER BUSINESS

The Company is not aware of any other business to be presented at the Annual Meeting. All shares of Common Stock represented by proxies will be voted in favor of the proposals of the Company unless otherwise indicated on the form of proxy. If any other matters come before the meeting, proxy holders will vote thereon according to their best judgment.

Other information on Amistar can be found at its web site at Amistar.com.

By Order of the Board of Directors

\s\ Gregory D. Leiser

Gregory D Leiser
Secretary

San Marcos, California
June 30, 2008