

Mail Stop 3720

May 17, 2007

Via U.S. Mail and Fax

Mr. Alan B. Catherall
Chief Financial Officer
Numerex Corp.
1600 Parkwood Circle, Suite 200
Atlanta, Georgia 30339-2119

**RE: Numerex Corporation
Form 10-K for the fiscal year ended December 31, 2006
Filed March 27, 2007
File No. 0-22920**

Dear Mr. Catherall:

We have reviewed the above referenced filings and have the following comments. We have limited our review to only your financial statements and related disclosures and will make no further review of your documents. As such, all persons who are responsible for the adequacy and accuracy of the disclosure are urged to be certain that they have included all information required pursuant to the Securities Exchange Act of 1934. Please address the following comments in future filings. If you disagree, we will consider your explanation as to why our comment is inapplicable or a future revision is unnecessary. Please be as detailed as necessary in your explanation. In some of our comments, we may ask you to provide us with supplemental information so we may better understand your disclosure. After reviewing this information, we may or may not raise additional comments.

Please understand that the purpose of our review process is to assist you in your compliance with the applicable disclosure requirements and to enhance the overall disclosure in your filing. We look forward to working with you in these respects. We welcome any questions you may have about our comments or on any other aspect of our review. Feel free to call us at the telephone numbers listed at the end of this letter.

Form 10-K for the year ending December 31, 2006

Note A – Summary of Significant Accounting Policies

13. Notes Payable

1. It appears that the warrants issued along with the convertible notes series A, B and C and the first and second private placements are subject to a registration rights agreement. Based on your disclosures it appears that you had filed registration statements to register the shares underlying the warrants. However, we note that if you do not keep the registration statements continuously effective you would be required to pay penalties or liquidated damages. In this regard, please tell us how you considered the guidance in EITF 05-4 and the different views on this issue as outlined in Issue Summary No. 1 to EITF 05-4 in accounting for the shares underlying the instruments subject to the registration rights agreement in the financial statements for the year ended December 31, 2006. Further tell us how FSP EITF 00-19-2 impacted the accounting related to these warrants and the related registration rights agreement.
2. Provide the SAB 74 disclosures for the impact of adopting FSP EITF 00-19-02 in your financial statements.

Note J – Geographic Information

3. In accordance with paragraph 31 of SFAS 131, please tell us the segment measure reported to the chief operating decision maker for purposes of making decisions about allocating resources to the segments and assessing their performance. Furthermore, in future filings, you must revise your segment information in the MD&A and discuss the profitability measure of each segment consistent with those disclosed in your SFAS 131 segment information as is required by Financial Reporting Release No. 36 (Section 501.06).

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Please respond to these comments within 10 business days or tell us when you will provide us with a response. Please furnish a letter that keys your responses to our comments and provides any requested supplemental information. Please file your response letter on EDGAR.

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filings reviewed by the staff to be certain that they have provided all information investors require for an informed decision. Since the company and its management are in possession of all facts relating to a company's disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

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In connection with responding to our comments, please provide, in writing, a statement from the company acknowledging that

- the company is responsible for the adequacy and accuracy of the disclosure in the filings;
- staff comments or changes to disclosure in response to staff comments do not foreclose the Commission from taking any action with respect to the filings; and
- the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

In addition, please be advised that the Division of Enforcement has access to all information you provide to the staff of the Division of Corporation Finance in our review of your filings or in response to our comments on your filings.

You may contact Joe Cascarano, Staff Accountant, at (202) 551-3376 or Ivette Leon, Assistant Chief Accountant, at (202) 551-3351 if you have questions regarding comments on the financial statements and related matters. Please contact me at (202) 551-3815 with any other questions.

Sincerely,

Larry Spigel
Assistant Director