

RICHARDSON ROBERT

Form 4

February 02, 2011

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
RICHARDSON ROBERT

2. Issuer Name **and** Ticker or Trading  
Symbol  
APPLIED SIGNAL  
TECHNOLOGY INC [APSG]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

460 W. CALIFORNIA AVE

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/31/2011

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

SUNNYVALE, CA 94086

(City) (State) (Zip)

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	01/31/2011		U		6,850	D \$ 38 0	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control  
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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock (Right to Buy)	\$ 12.97	01/31/2011		D		20,000		<u>(1)</u>	03/13/2013	Common	20,000
Common (Right to Buy)	\$ 26.1	01/31/2011		D		7,500		<u>(2)</u>	03/11/2012	Common	7,500
Common (Right to Buy)	\$ 23.41	01/31/2011		D		7,500		<u>(3)</u>	03/10/2013	Common	7,500

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
RICHARDSON ROBERT 460 W. CALIFORNIA AVE SUNNYVALE, CA 94086	X

## Signatures

/s/ Robert J.  
Richardson 01/31/2011

\_\_Signature of Reporting Person Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

This option was cancelled as a result of the completion of the tender offer that expired on January 28, 2011 in exchange for a cash  
(1) payment of \$500,600, representing the difference between the exercise price of the option and the offer price (\$38.00 per share) pursuant to the Agreement and Plan of Merger, dated December 18, 2010, between the issuer, Raytheon Company and RN Acquisition Company.

This option was cancelled as a result of the completion of the tender offer that expired on January 28, 2011 in exchange for a cash  
(2) payment of \$89,250, representing the difference between the exercise price of the option and the offer price (\$38.00 per share) pursuant to the Agreement and Plan of Merger, dated December 18, 2010, between the issuer, Raytheon Company and RN Acquisition Company.

This option was cancelled as a result of the completion of the tender offer that expired on January 28, 2011 in exchange for a cash  
(3) payment of \$109,425, representing the difference between the exercise price of the option and the offer price (\$38.00 per share) pursuant to the Agreement and Plan of Merger, dated December 18, 2010, between the issuer, Raytheon Company and RN Acquisition Company.

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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