

TREICHLER JOHN R  
Form 4  
February 02, 2011

**FORM 4**

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

OMB APPROVAL

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**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
TREICHLER JOHN R

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)

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

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

460 W. CALIFORNIA AVE

(Street)

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

SUNNYVALE, CA 94086

(City) (State) (Zip)

**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)
				(A) or (D)	Price		
Common Stock	01/31/2011		U	239,159	D \$ 38 0	D	
Common Stock	01/31/2011		U	25,000	D \$ 38 0	I	Robert K. Treichler Trust
Common Stock	01/31/2011		U	12,735	D \$ 38 0	I	Anne Eckel Treichler Revocable Trust
Common Stock	01/31/2011		D	32,000 (5)	D \$ 38 0	D	

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

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(9-02)

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

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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 26.1	01/31/2011		D	12,049	<u>(1)</u> 03/11/2014	Common	12,049
Stock Option (Right to Buy)	\$ 32.19	01/31/2011		D	6,846	<u>(2)</u> 01/10/2013	Common	6,846
Stock Option (Right to Buy)	\$ 26.1	01/31/2011		D	2,951	<u>(3)</u> 03/11/2014	Common	2,951
Stock Option (Right to Buy)	\$ 32.19	01/31/2011		D	8,154	<u>(4)</u> 01/10/2013	Common	8,154

## Reporting Owners

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

## Signatures

/s/ John R.  
Treichler

02/02/2011

    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).

(1) 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 payment of \$143,383.10, 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.

(2) 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 payment of \$39,775.26, 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.

(3) 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 payment of \$35,116.90, 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.

(4) This option was cancelled as a result of the tender offer that expired on January 28, 2011 in exchange for a cash payment of \$47,374.74, 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.

(5) Represented shares of common stock subject to vesting (each, a "Restricted Stock Award"). Pursuant to the Agreement and Plan of Merger, dated December 18, 2010, between the issuer, Raytheon Company and RN Acquisition Company, each Restricted Stock Award has been converted into the right to receive a cash amount equal to \$38,000 following the vesting of such Restricted Stock Award.

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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