

Roscher Fred
 Form 4/A
 February 06, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Roscher Fred

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)
 400 W. CALIFORNIA AVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/31/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Exec. VP Communications Group

SUNNYVALE, CA 95037
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
 11/30/2004

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 <u>(1)</u> <u>(2)</u> | 05/31/2005 | | J | 633 A \$ 13.498 | 8,408 | I | By Wife |
| Common Stock <u>(3)</u> | 09/13/2005 | | S | 6 D \$ 18.71 | 8,402 | I | By Wife |
| Common Stock <u>(3)</u> | 09/13/2005 | | S | 200 D \$ 18.7 | 8,202 | I | By Wife |
| Common Stock <u>(3)</u> | 09/13/2005 | | S | 200 D \$ 18.64 | 8,002 | I | By Wife |
| Common Stock <u>(3)</u> | 09/13/2005 | | S | 200 D \$ 18.53 | 7,802 | I | By Wife |

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| | | | | | | | | |
|-----------------------------|------------|---|-------|---|----------|-------|---|---------|
| Common Stock ⁽³⁾ | 09/13/2005 | S | 400 | D | \$ 18.58 | 7,402 | I | By Wife |
| Common Stock ⁽³⁾ | 09/13/2005 | S | 500 | D | \$ 18.6 | 6,902 | I | By Wife |
| Common Stock ⁽³⁾ | 09/13/2005 | S | 916 | D | \$ 18.63 | 5,986 | I | By Wife |
| Common Stock | 09/29/2005 | M | 1,500 | A | \$ 15.5 | 7,486 | I | By Wife |

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

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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)

| 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) | \$ 15.5 | 09/29/2005 | | M | 1,500 | 11/20/1999 11/20/2005 | Common Stock | 1,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Roscher Fred 400 W. CALIFORNIA AVE SUNNYVALE, CA 95037 | | | Exec. VP Communications Group | |

Signatures

Fred Roscher

02/05/2006

__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) Shares acquired through Applied Signal Technology, Inc. Employee Stock Purchase Plan in a transaction exempt under old capital rule 16b-3.
- (2) This Amended Form 4 is amending the September 26, 2005 Amended Form 4, which was originally for the November 30, 2004 Form 4.
- (3) The sale of common stock is being corrected to show an indirect ownership, which was originally filed as a direct ownership.

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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