

PERFORMANCE TECHNOLOGIES INC \DE\
 Form 4
 February 19, 2014

FORM 4

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

OMB APPROVAL

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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 *
 LAMB DORRANCE W

2. Issuer Name and Ticker or Trading Symbol
 PERFORMANCE TECHNOLOGIES INC \DE\ [PTIX]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 140 CANAL VIEW BOULEVARD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/19/2014

____ Director
 ____ Officer (give title below) 10% Owner
 ____ Other (specify below)
 Former Senior VP and CFO

ROCHESTER, NY 14623
 (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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock, \$.01 par value | 02/19/2014 | | D ⁽¹⁾ | V | 97,668 ⁽¹⁾ | D | |

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)

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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 Security (Instr. 3 and 4) | Amount or Number of S | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-----------------------|-----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of S |
| Non-Statutory Stock Option (Right to Buy) | \$ 2.59 ⁽²⁾ | 02/19/2014 | | D ⁽²⁾ | 35,000 ⁽²⁾ | 03/12/2012 03/12/2014 | Common Stock, \$.01 par value | 35 | |
| Non-Statutory Stock Option (Right to Buy) | \$ 2.97 ⁽²⁾ | 02/19/2014 | | D ⁽²⁾ | 35,000 ⁽²⁾ | 01/18/2013 01/18/2015 | Common Stock, \$.01 par value | 35 | |
| Non-Statutory Stock Option (Right to Buy) | \$ 2.22 ⁽³⁾ | 02/19/2014 | | D ⁽³⁾ | 20,000 ⁽³⁾ | 02/19/2014 05/16/2016 | Common Stock, \$.01 par value | 20 | |
| Non-Statutory Stock Option (Right to Buy) | \$ 1.87 ⁽³⁾ | 02/19/2014 | | D ⁽³⁾ | 48,000 ⁽³⁾ | 02/19/2014 01/30/2017 | Common Stock, \$.01 par value | 48 | |
| Non-Statutory Stock Option (Right to Buy) | \$ 0.9 ⁽³⁾ | 02/19/2014 | | D ⁽³⁾ | 35,000 ⁽³⁾ | 02/19/2014 01/24/2018 | Common Stock, \$.01 par value | 35 | |
| Non-Statutory Stock Option (Right to Buy) | \$ 6.64 ⁽²⁾ | 02/19/2014 | | D ⁽²⁾ | 20,000 ⁽²⁾ | 03/17/2010 03/17/2016 | Common Stock, \$.01 par value | 20 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|--------------------------|
| | Director | 10% Owner | Officer | Other |
| LAMB DORRANCE W 140 CANAL VIEW BOULEVARD ROCHESTER, NY 14623 | | | | Former Senior VP and CFO |

Signatures

/s/ Dorrance W.
Lamb

02/19/2014

**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) Pursuant to the terms of the Agreement and Plan of Merger, dated as of December 12, 2013, among the Company, Sonus Networks, Inc., and Purple Acquisition Subsidiary, Inc. (the "Merger Agreement"), at the effective time of the merger on February 19, 2014, each share of Company common stock outstanding immediately prior to the effective time of the merger was converted into the right to receive \$3.75 in cash.

(2) Pursuant to the terms of the Merger Agreement, this option will be assumed by Sonus and converted automatically into an option denominated in shares of Sonus common stock in an amount and at an exercise price determined by the formula set forth in the Merger Agreement, and will remain subject to the terms and conditions substantially identical to those in effect at the effective time of the merger as provided in the applicable Company stock plan and/or stock option agreement.

(3) Pursuant to the terms of the Merger Agreement, this option, which automatically accelerated in full at the effective time of the merger, will be assumed by Sonus and converted automatically into an option denominated in shares of Sonus common stock in an amount and at an exercise price determined by the formula set forth in the Merger Agreement, and will remain subject to the terms and conditions substantially identical to those in effect at the effective time of the merger as provided in the applicable Company stock plan and/or stock option agreement.

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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