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

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 Number:	3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Connors Dennis C

(Last) (First) (Middle)

140 CANAL VIEW BOULEVARD

(Street)

ROCHESTER, NY 14623

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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			

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shar
Non-Statutory Stock Option (Right to Buy)	$ 2.69	02/19/2014		D(1)			10,000 (1)	05/21/2010	(1)	Common Stock, $.01 par value	10,00
Non-Statutory Stock Option (Right to Buy)	$ 2.6	02/19/2014		D(1)			10,000 (1)	05/20/2011	(1)	Common Stock, $.01 par value	10,00
Non-Statutory Stock Option (Right to Buy)	$ 2.03	02/19/2014		D(1)			10,000 (1)	06/09/2012	(1)	Common Stock, $.01 par value	10,00
Non-Statutory Stock Option (Right to Buy)	$ 1.96	02/19/2014		D(1)			10,000 (1)	05/24/2013	(1)	Common Stock, $.01 par value	10,00
Non-Statutory Stock Option (Right to Buy)	$ 1.36	02/19/2014		D(2)			10,000 (2)	02/19/2014	(2)	Common Stock, $.01 par value	10,00

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Connors Dennis C 140 CANAL VIEW BOULEVARD ROCHESTER, NY 14623				Former Director

Signatures

/s/ Dennis C. Connors	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"), prior to the closing of the merger, Mr. Connors conditionally exercised this option, effective upon the closing of the merger on February 19, 2014. Mr. Connors will receive a cash payment from the merger consideration equal to $3.75 for each share of common stock underlying the option, less the amount of the applicable exercise price of the option and any required tax withholdings.
(2)	Pursuant to the terms of the Merger Agreement, prior to the closing of the merger, Mr. Connors conditionally exercised this stock option, which automatically accelerated in full and became effective upon the closing of the merger on February 19, 2014. Mr. Connors will receive a cash payment from the merger consideration equal to $3.75 for each share of common stock underlying the option, less the amount of the applicable exercise price of the option and any required tax withholdings.

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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