MCNALLY KATHLEEN

Form 4 May 20, 2011

FORM 4

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

OMB Number: 3235-0287

Estimated average

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction 1(b).

Common

Stock

05/19/2011

(Print or Type Responses)

1. Name and Address of Reporting Person * MCNALLY KATHLEEN			2. Issuer Name and Ticker or Trading Symbol RICHARDSON ELECTRONICS LTD/DE [RELL]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 40W267 KI	(First) (I	Middle)	3. Date of (Month/D 05/18/2)	ay/Yea					Director 10% Owner _X_ Officer (give title Other (specify below) Sen. VP Marketing Operations			
LAFOX, IL	(Street)				ndment, Date Original th/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tabl	e I - No	n-D	erivative	Secur	ities Aca	uired, Disposed o	f. or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Executio any	2A. Deemed Execution Date, if		3. 4. Securities Acquired e, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) Year) (Instr. 8) (A)			cquired d of (D)	5. Amount of Securities Form: Direct Indirect Beneficially (D) or Beneficia		7. Nature of Indirect Beneficial Ownership	
Common	05/10/2011				V	Amount	, ,	Price	(Instr. 3 and 4)			
Stock	05/18/2011			M		990	A	\$ 7.76	4,568	D		
Common Stock	05/18/2011			S		990	D	\$ 13.5	3,578	D		
Common Stock	05/19/2011			M		8,510	A	\$ 7.76	12,088	D		

8,510 D

3,578

D

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

S

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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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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	Amoun or Number of Shares
Employee Stock Option (Right to Buy	\$ 7.76	05/18/2011		M	990	08/30/2006(1)	08/30/2015	Common Stock	990
Employee Stock Option (Right to Buy)	\$ 7.76	05/19/2011		M	8,510	08/30/2010(1)	08/30/2015	Common Stock	8,510

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owner Name / Address	

Director 10% Owner Officer Other

MCNALLY KATHLEEN 40W267 KESLINGER ROAD LAFOX, IL 60147

Sen. VP Marketing Operations

Signatures

Kyle C. Badger, attorney-in-fact for Kathleen McNally 05/20/2011

**Signature of Reporting Person Date

Reporting Owners 2

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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) Partial exercise of an employee stock option of which 2,000 shares each vested on August 30, 2006, 2007, 2008, 2009, and 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.