

RICHARDSON EDWARD J
Form 4
October 26, 2010

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 *
RICHARDSON EDWARD J

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) (First) (Middle)
40W267 KESLINGER ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/19/2010

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

LAFOX, IL 60147

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/19/2010 | | L | | 69 ⁽¹⁾ | A | \$ 7.84 |
| | | | | | | | 3,052,596 ⁽²⁾ |
| Common Stock | 05/21/2010 | | L | | 57 ⁽¹⁾ | A | \$ 9.62 |
| | | | | | | | 3,052,653 |
| Common Stock | 08/19/2010 | | L | | 60 ⁽¹⁾ | A | \$ 9.18 |
| | | | | | | | 3,052,713 |

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

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number.

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 (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. Price or Amount of Derivative Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|
| Class B Common Shares | \$ 0 ⁽³⁾ | 10/22/2010 | | G | 9,294 | ⁽⁴⁾ / ⁽⁵⁾ | Common Stock | 9,294 ⁽⁶⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| RICHARDSON EDWARD J 40W267 KESLINGER ROAD LAFOX, IL 60147 | X | X | Chairman & CEO | |

Signatures

Kyle C. Badger, attorney-in-fact for Edward J. Richardson
 Signature: _____ Date: 10/22/2010

**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) Acquired through dividend reimbursement program.
- (2) Includes 27,339 shares of common stock held in Richardson Electronics, Ltd. Employee Stock Ownership Plan until January 15, 2010 and not previously reported on Form 4.
- (3) Each Class B share is convertible into one share of common stock.
- (4) Immediately convertible
- (5) No expiration date
- (6) The reporting person transferred these shares as a gift to the Boy Scouts of America Adventure Camp.

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.