

Ben Robert J
Form 4
February 20, 2019

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Ben Robert 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 PO
BOX 393

3. Date of Earliest Transaction
(Month/Day/Year)
02/19/2019

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
CFO, CAO, Corporate Secretary

(Street)

4. If Amendment, Date Original
Filed(Month/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

LAFOX, IL 60147

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	02/19/2019		M		2,407	A \$ 5.49	22,369	D	
Common Stock	02/19/2019		S		2,407	D \$ 7.25	19,962	D	
Common Stock	02/19/2019		M		200	A \$ 5.49	20,162	D	
Common Stock	02/19/2019		S		200	D \$ 7.26	19,962	D	
Common Stock	02/19/2019		M		393	A \$ 5.49	20,355	D	

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Common Stock 02/19/2019 S 393 D \$ 7.27 19,962 D

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

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(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
Employee Stock Option (Right to Buy)	\$ 5.49	02/19/2019		M	2,407	<u>(1)</u> 08/17/2025	Common Stock	2,407
Employee Stock Option (Right to Buy)	\$ 5.49	02/19/2019		M	200	<u>(1)</u> 08/17/2025	Common Stock	200
Employee Stock Option (Right to Buy)	\$ 5.49	02/19/2019		M	393	<u>(1)</u> 08/17/2025	Common Stock	393

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Ben Robert J
40W267 KESLINGER ROAD PO BOX 393
LAFOX, IL 60147

CFO, CAO, Corporate Secretary

Signatures

/S/ Robert J.
Ben

02/19/2019

__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) Option vests 20% per year, beginning 8/17/2016

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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