

PAR TECHNOLOGY CORP
Form 4
May 25, 2005

FORM 4

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

OMB APPROVAL

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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 *
CORTESE GREGORY T

(Last) (First) (Middle)

8383 SENECA TURNPIKE

(Street)

NEW HARTFORD, NY 13413

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PAR TECHNOLOGY CORP [PTC]

3. Date of Earliest Transaction (Month/Day/Year)
05/24/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
President, PTI

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 05/23/2005 | | M | 1,000 | A \$ 3.0625 | 1,540 | D |
| Common Stock | 05/23/2005 | | S | 1,000 | D \$ 26.4 | 540 | D |
| Common Stock | 05/23/2005 | | M | 1,000 | A \$ 3.0625 | 1,540 | D |
| Common Stock | 05/23/2005 | | S | 1,000 | D \$ 26.45 | 540 | D |
| Common Stock | 05/23/2005 | | M | 300 | A \$ 3.0625 | 840 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|-----------|-------|---|
| Common Stock | 05/23/2005 | S | 300 | D | \$ 26.6 | 540 | D |
| Common Stock | 05/23/2005 | M | 700 | A | \$ 3.0625 | 1,240 | D |
| Common Stock | 05/23/2005 | S | 700 | D | \$ 26.62 | 540 | D |
| Common Stock | 05/23/2005 | M | 1,000 | A | \$ 3.0625 | 1,540 | D |
| Common Stock | 05/23/2005 | S | 1,000 | D | \$ 26.8 | 540 | D |
| Common Stock | 05/24/2005 | M | 1,000 | A | \$ 3.0625 | 1,540 | D |
| Common Stock | 05/24/2005 | S | 1,000 | D | \$ 27.05 | 540 | D |
| Common Stock | 05/24/2005 | M | 1,000 | A | \$ 3.0625 | 1,540 | D |
| Common Stock | 05/24/2005 | S | 1,000 | D | \$ 26.99 | 540 | D |
| Common Stock | 05/24/2005 | M | 1,000 | A | \$ 3.0625 | 1,540 | D |
| Common Stock | 05/24/2005 | S | 1,000 | D | \$ 26.89 | 540 | D |
| Common Stock | 05/24/2005 | M | 2,000 | A | \$ 3.0625 | 2,540 | D |
| Common Stock | 05/24/2005 | S | 2,000 | D | \$ 26.74 | 540 | D |
| Common Stock | 05/24/2005 | M | 1,000 | A | \$ 3.0625 | 1,540 | D |
| Common Stock | 05/24/2005 | S | 1,000 | D | \$ 26.82 | 540 | 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 | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|

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| Derivative Security | | | (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Num of Share |
|---|-----------|------------|---|-------|---------------------|--------------------|-----------------|------------------------------------|
| | | | Code | V | | | | |
| Non-Qualified Stock Option (right to buy) | \$ 3.0625 | 05/23/2005 | M | 1,000 | 02/11/2001 | 08/11/2010 | Common Stock | 1,000 |
| Non-Qualified Stock Option (right to buy) | \$ 3.0625 | 05/23/2005 | M | 1,000 | 02/11/2001 | 08/11/2010 | Common Stock | 1,000 |
| Non-Qualified Stock Option (right to buy) | \$ 3.0625 | 05/23/2005 | M | 300 | 02/11/2001 | 08/11/2010 | Common Stock | 300 |
| Non-Qualified Stock Option (right to buy) | \$ 3.0625 | 05/23/2005 | M | 700 | 02/11/2001 | 08/11/2010 | Common Stock | 700 |
| Non-Qualified Stock Option (right to buy) | \$ 3.0625 | 05/23/2005 | M | 1,000 | 02/11/2001 | 08/11/2010 | Common Stock | 1,000 |
| Non-Qualified Stock Option (right to buy) | \$ 3.0625 | 05/24/2005 | M | 1,000 | 02/11/2001 | 08/11/2010 | Common Stock | 1,000 |
| Non-Qualified Stock Option (right to buy) | \$ 3.0625 | 05/24/2005 | M | 1,000 | 02/11/2001 | 08/11/2010 | Common Stock | 1,000 |
| Non-Qualified Stock Option (right to buy) | \$ 3.0625 | 05/24/2005 | M | 1,000 | 02/11/2001 | 08/11/2010 | Common Stock | 1,000 |
| Non-Qualified Stock Option (right to buy) | \$ 3.0625 | 05/24/2005 | M | 2,000 | 02/11/2001 | 08/11/2010 | Common Stock | 2,000 |
| Non-Qualified Stock Option (right to buy) | \$ 3.0625 | 05/24/2005 | M | 1,000 | 02/11/2001 | 08/11/2010 | Common Stock | 1,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| | | | | |

CORTESE GREGORY T
8383 SENECA TURNPIKE
NEW HARTFORD, NY 13413

President, PTI

Signatures

By: Ronald J. Casciano For: Gregory T.
Cortese

05/25/2005

 **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) No price is required in this field as it is an employee stock option.

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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