

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

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 *
 Connors Dennis C

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 140 CANAL VIEW BOULEVARD
 (Street)

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

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

ROCHESTER, NY 14623

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	(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)
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(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	Amount or Number of Shares
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	10,000
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	10,000
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	10,000
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	10,000
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	10,000

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).

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

(1) 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.

Pursuant to the terms of the Merger Agreement, prior to the closing of the merger, Mr. Connors conditionally exercised this stock option,

(2) 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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