

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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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 *
MEISENZAHL STUART B

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock, \$.01 par value | 02/19/2014 | | D(1) | 3,250(1) | D 0 | D | |

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)

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| 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-Statutory Stock Option (Right to Buy) | \$ 2.69 | 02/19/2014 | | D ⁽²⁾ | 10,000 (2) | 05/21/2010 (2) | Common Stock, \$.01 par value | 10,000 |
| Non-Statutory Stock Option (Right to Buy) | \$ 2.6 | 02/19/2014 | | D ⁽²⁾ | 10,000 (2) | 05/20/2011 (2) | Common Stock, \$.01 par value | 10,000 |
| Non-Statutory Stock Option (Right to Buy) | \$ 2.03 | 02/19/2014 | | D ⁽²⁾ | 10,000 (2) | 06/09/2012 (2) | Common Stock, \$.01 par value | 10,000 |
| Non-Statutory Stock Option (Right to Buy) | \$ 1.96 | 02/19/2014 | | D ⁽²⁾ | 10,000 (2) | 05/24/2013 (2) | Common Stock, \$.01 par value | 10,000 |
| Non-Statutory Stock Option (Right to Buy) | \$ 1.36 | 02/19/2014 | | D ⁽³⁾ | 10,000 (3) | 02/19/2014 (3) | Common Stock, \$.01 par value | 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-----------------|
| | Director | 10% Owner | Officer | Other |
| MEISENZ AHL STUART B 140 CANAL VIEW BOULEVARD ROCHESTER, NY 14623 | | | | Former Director |

Signatures

/s/ Dorrance W. Lamb, Attorney-in-fact for Stuart B. Meisenzahl

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).

(1) 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"), at the effective time of the merger on February 19, 2014, each share of Company common stock outstanding immediately prior to the effective time of the merger was converted into the right to receive \$3.75 in cash.

(2) Pursuant to the terms of the Merger Agreement, prior to the closing of the merger, Mr. Meisenzahl conditionally exercised this option, effective upon the closing of the merger on February 19, 2014. Mr. Meisenzahl 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.

(3) Pursuant to the terms of the Merger Agreement, prior to the closing of the merger, Mr. Meisenzahl conditionally exercised this stock option, which automatically accelerated in full and became effective upon the closing of the merger on February 19, 2014. Mr. Meisenzahl 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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