

MCNALLY KATHLEEN

Form 4

April 21, 2011

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 *
MCNALLY KATHLEEN

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)

LAFOX, IL 60147

3. Date of Earliest Transaction
(Month/Day/Year)
04/19/2011

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

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
Sen. VP Marketing Operations

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	04/19/2011		M		2,300	A	\$ 7.75	5,878 D
Common Stock	04/19/2011		S		2,300	D	\$ 13.4	3,578 D
Common Stock	04/20/2011		M		5,200	A	\$ 7.75	8,778 D
Common Stock	04/20/2011		S		5,200	D	\$ 13.454	3,578 D
Common Stock	04/20/2011		M		7,500	A	\$ 8.35	11,078 D

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Common Stock 04/20/2011 S 7,500 D \$ 13.454 3,578 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 (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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 7.75	04/19/2011		M	2,300	09/10/2009 09/10/2014	Common Stock 2,300
Employee Stock Option (Right to Buy)	\$ 7.75	04/20/2011		M	5,200	09/10/2009 09/10/2014	Common Stock 5,200
Employee Stock Option (Right to Buy)	\$ 8.35	04/20/2011		P	7,500	10/19/2010 10/19/2015	Common Stock 7,500

Reporting Owners

Reporting Owner Name / Address	Relationships
MCNALLY KATHLEEN 40W267 KESLINGER ROAD LAFOX, IL 60147	Director 10% Owner Officer Other Sen. VP Marketing Operations

Signatures

Kyle C. Badger, attorney-in-fact for Kathleen
McNally

04/21/2011

__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).

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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