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RICHARDSON ELECTRONICS LTD/DE

Form 4

October 30, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

Expires:

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OMB APPROVAL

January 31,

2005

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obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * JOHNSON BRUCE W

(Street)

2. Issuer Name and Ticker or Trading

Symbol

RICHARDSON ELECTRONICS LTD/DE [REL]

(Check all applicable)

Issuer

below)

(Last) (First) 3. Date of Earliest Transaction

(Month/Day/Year)

_X__ Director 10% Owner Other (specify Officer (give title

5. Relationship of Reporting Person(s) to

40W267 KESLINGER ROAD 10/27/2006

(Middle)

(Zip)

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)

| (City) | (State) (2 | Table | I - Non-De | erivative S | Securi | ties Acq | puired, Disposed o | of, or Beneficial | ly Owned |
|------------------------------------|---------------------|------------------------|------------|-----------------------------|--------|----------------------------|--|-------------------------|----------|
| 1.Title of | 2. Transaction Date | | 3. | 4. Securi | | • | 5. Amount of | 6. Ownership | |
| Security (Instr. 3) | (Month/Day/Year) | Execution Date, if any | Code | on(A) or Disposed of (D) | | Securities Beneficially | Form: Direct (D) or | Indirect Beneficial | |
| (msu. <i>3)</i> | | (Month/Day/Year) | (Instr. 8) | (Instr. 3, 4 and 5) | | Owned Following | Indirect (I) (Instr. 4) | Ownership (Instr. 4) | |
| | | | | | (A) or | | Reported Transaction(s) (Instr. 3 and 4) | | |
| | | | Code V | Amount | (D) | Price | (IIISII. 3 aliu 4) | | |
| Common Stock \$.05 par value | 10/27/2006 | | M | 1,764 | A | \$ 7 | 1,764 (2) | D | |
| Common Stock \$.05 par value | 10/27/2006 | | S | 1,764 | D | \$ 9.48 | 0 (3) | D | |

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

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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) | 4. Transactic Code (Instr. 8) | 5. Number proof 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) | |
|---|---|--------------------------------------|--|--|--|--------------------|---|--|
| | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 7 | 10/27/2006 | M | 1,764 | 11/07/1997 <u>(1)</u> | 11/07/2006 | Common Stock | 1,764 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|--|---------------|-----------|---------|-------|--|--|
| · · · · · · · · · · · · · · · · · · · | Director | 10% Owner | Officer | Other | | |
| JOHNSON BRUCE W 40W267 KESLINGER ROAD | X | | | | | |
| LAFOX, IL 60147 | | | | | | |

Signatures

Lisa Currie, attorney-in-fact for Bruce

Johnson 10/27/2006

**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 11/1/1997
- (2) Does not include 2,000 shares which are indirectly owned by the reporting person in the name of Bruce W. Johnson U/A dtd 11/23/2002.
- (3) Does not include 1,767 shares allocated to the account of the reporting person under the Richardson Electronics, Ltd. Stock Ownership Plan & Trust to which shares beneficially owned is disclaimed.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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