

PERFORMANCE TECHNOLOGIES INC \DE\

Form 4

October 31, 2005

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 *
GRANA JOHN J

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)

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/28/2005

____ Director
X Officer (give title below)
____ 10% Owner
____ Other (specify below)
VP Engineering - Software

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

(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: Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$.01 par value	10/28/2005		M	20,000 A	\$ 5.0578 22,300	D	
Common Stock, \$.01 par value	10/28/2005		S ⁽¹⁾	10,000 D	\$ 7.75 12,300	D	
Common Stock, \$.01 par value	10/28/2005		S ⁽¹⁾	10,000 D	\$ 8.25 2,300	D	

Common Stock, \$.01 par value	10/28/2005	M	12,500	A	\$ 3.9	14,800	D
Common Stock, \$.01 par value	10/28/2005	S ⁽¹⁾	12,500	D	\$ 8.25	2,300 ⁽²⁾	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 5.0578	10/28/2005		M	20,000	09/09/1997 04/03/2006	Common Stock, \$.01 par value	20
Non-Statutory Stock Option (Right to Buy)	\$ 3.9	10/28/2005		M	12,500	04/23/2004 04/23/2008	Common Stock, \$.01 par value	12

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRANA JOHN J			VP Engineering - Software	

Signatures

By:/s/John J.
Grana

10/31/2005

__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) This sale is pursuant to a 10b5-1 Sales Plan entered into by Mr. Grana on 6/26/2005.

(2) 2150 shares owned by Mr. Grana. 150 shares owned by Mr. Grana's wife, Julie E. Grana, as Custodian for Matthew Grana, their son, under the New York Uniform Transfer to Minors Act.

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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