

APPLIED SIGNAL TECHNOLOGY INC
 Form 3
 December 03, 2004

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Roscher Fred | | (Month/Day/Year) | APPLIED SIGNAL TECHNOLOGY INC [APSG] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 400 W. CALIFORNIA AVE | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| SUNNYVALE,Â CAÂ 95037 | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) (specify below) | |
| | | | Exec. VP Communications Group | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|
| Common Stock | 7,369 | D | Â |

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|--------------------------------------------------------|------------------------------------------------------------------------|----------------------------------------------------------|
| | Date Exercisable | Title | Amount or Number of | | |

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| | | | | Shares | | (I) (Instr. 5) | |
|-------------------------------------|------------|------------|--------------|--------|-----------|-------------------|---|
| Option Right to Buy ⁽¹⁾ | 11/20/1999 | 11/20/2005 | Common Stock | 2,500 | \$ 15.5 | D | Â |
| Option Right to Buy ⁽¹⁾ | 11/18/2001 | 11/18/2007 | Common Stock | 1,500 | \$ 11.625 | D | Â |
| Options Right to Buy ⁽²⁾ | 01/12/2002 | 11/12/2006 | Common Stock | 8,000 | \$ 5.25 | D | Â |
| Options Right to Buy ⁽³⁾ | 02/29/2008 | 02/28/2013 | Common Stock | 12,000 | \$ 13.39 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------------|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Roscher Fred 400 W. CALIFORNIA AVE SUNNYVALE, CA 95037 | Â | Â | Â Exec. VP Communications Group | Â |

Signatures

Fred Roscher 12/03/2004

__Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) The options vests and becomes exercisable over 2 years at 100% vested on 11/20/1999.

(2) Options granted under the 91 Plan with a 8-year term and vest at the rate of 20 percent one year after the grant date with the remaining shares vesting at the rate of 1/60 per month over the remaining 60 months, or 100 percent vesting five years after the grant date.

(3) Options granted under the 2001 Plan with 10 year term and vest at the rate of 20 percent one year after the grant date with the remaining shares vesting at the rate of 1/60 per month over the remaining 60 months, or 100 percent vesting five years after the grant date.

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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