

PERFORMANCE TECHNOLOGIES INC \DE\

Form 4

May 29, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0287Expires: January 31,
2005Estimated average
burden hours per
response... 0.5Check 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 *
Rice J Patrick2. Issuer Name **and** Ticker or Trading
Symbol5. Relationship of Reporting Person(s) to
IssuerPERFORMANCE
TECHNOLOGIES INC \DE\ [PTIX]

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)____ Director ____ 10% Owner
____ Officer (give title ____X____ Other (specify
below) below)

205 INDIGO CREEK DRIVE

05/24/2007

VP/GM Signaling Systems Group

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)6. Individual or Joint/Group Filing(Check
Applicable Line)

ROCHESTER, NY 14626

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)
				(A) or (D)			
			Code	V	Amount	(D)	Price

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.**SEC 1474
(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and An Underlying Sec (Instr. 3 and 4)
---------------------------------------	------------------------------	---	---	------------------------	--	--	---

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code V	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title
Non-Statutory Stock Option (Right to Buy)	\$ 4.93	05/24/2007	A	15,000	05/24/2008 ⁽¹⁾	05/24/2012	Common Stock, \$.01 par value

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rice J Patrick 205 INDIGO CREEK DRIVE ROCHESTER, NY 14626				VP/GM Signaling Systems Group

by:/s/John M. Slusser, as power of attorney, on behalf of J. Patrick
Rice

05/29/2007

**Signature of Reporting Person

Date

* 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) Stock option granted under the Performance Technologies, 2001 Stock Option Plan in a transaction exempt under Section 16b-3. This option is exercisable in increments of 3,000 shares, 4,500 shares and 7,500 shares respectively on 5/24/08, 5/24/09 and 5/24/10.

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.