

Roscher Fred
 Form 3/A
 February 06, 2006

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)
			(Check all applicable)	12/03/2004
400 W. CALIFORNIA AVE			___ Director	6. Individual or Joint/Group Filing(Check Applicable Line)
(Street)			__X__ Officer	__X__ Form filed by One Reporting Person
SUNNYVALE,Â CAÂ 95037			(give title below)	___ Form filed by More than One Reporting Person
(City)	(State)	(Zip)	Exec. VP Communications Group	

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 ⁽¹⁾	7,775	I	By Wife

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	Expiration Date	Title	Amount or Number of	

Edgar Filing: Roscher Fred - Form 3/A

				Shares		(I) (Instr. 5)	
Stock Option (Right to Buy)	11/20/1999 ⁽²⁾	11/20/2005	Common Stock	1,500	\$ 15.5	I	By Wife
Stock Option (Right to Buy)	11/19/2000 ⁽³⁾	11/19/2006	Common Stock	1,500	\$ 12.125	I	By Wife
Stock Option (Right to Buy)	11/18/2001 ⁽⁴⁾	11/18/2007	Common Stock	2,000	\$ 11.625	I	By Wife
Stock Option (Right to Buy)	08/22/2005 ⁽⁵⁾	08/22/2010	Common Stock	5,000	\$ 8	I	By Wife
Stock Option (Right to Buy)	01/12/2006 ⁽⁶⁾	01/12/2011	Common Stock	3,000	\$ 5.25	I	By Wife
Stock Option (Right to Buy)	05/07/2007 ⁽⁷⁾	05/07/2012	Common Stock	4,000	\$ 9.25	I	By Wife
Stock Option (Right to Buy)	07/28/2008 ⁽⁸⁾	07/28/2013	Common Stock	5,000	\$ 18.67	I	By Wife

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 02/05/2006
 **Signature of Date
 Reporting Person

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) 614 of the shares mentioned were acquired under Applied Signal Technology, Inc. 1993 Employee Stock Purchase Plan in a transaction exempt under old capital rule 16b-3.
- (2) The option became exercisable as to 1,500 shares on November 20, 1999.
- (3) The option became exercisable as to 1,500 shares on November 19, 2000.
- (4) the option became exercisable as to 1,500 shares on November 18, 2001.
- (5) The option became exercisable as to 1,000 shares on August 22, 2001, and vested monthly thereafter. The option will be fully vested on August 22, 2005.
- (6) The option became exercisable as to 600 shares on January 12, 2002, and vested monthly thereafter. The option will be fully vested on January 12, 2006.
- (7) The option became exercisable as to 800 shares on May 07, 2003, and vested monthly thereafter. The option will be fully vested on May 07, 2007.

Edgar Filing: Roscher Fred - Form 3/A

- (8) The option became exercisable as to 1,000 shares on July 28, 2004, and vested monthly thereafter. The option will be fully vested on July 28, 2008.

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.