

TURRELL DONALD L
Form 4
November 16, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
TURRELL DONALD L

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)
205 INDIGO CREEK DR
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/15/2005

Director 10% Owner
 Officer (give title below) Other (specify below)

ROCHESTER, NY 14626
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 | | 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 (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|---------------------|---|-------------------------------------------------------------------|------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | | | |
| Common Stock, \$.01 par value | 11/15/2005 | | M | | 25,000 | A | \$ 5.0578 | 67,502 | D |
| Common Stock \$.01 par value | 11/15/2005 | | S(1) | | 25,000 | D | \$ 8.7512 | 42,502 | D |
| Common Stock, \$.01 par value | 11/16/2005 | | M | | 7,100 | A | \$ 5.0578 | 49,602 | D |

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Common
 Stock, \$0.01 par value 11/16/2005 S⁽¹⁾ 7,100 D \$ 9.1102 42,502 ⁽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.

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 (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 of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| Stock Option (Right to Buy) | \$ 5.0578 | 11/15/2005 | | M | 25,000 | 09/09/1997 04/03/2006 | Common Stock, \$0.01 par value | 25,000 |
| Stock Option (Right to Buy) | \$ 5.0578 | 11/16/2005 | | M | 7,100 | 09/09/1997 04/03/2005 | Common Stock, \$0.01 par value | 7,100 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| TURRELL DONALD L 205 INDIGO CREEK DR ROCHESTER, NY 14626 | | | X | |

Signatures

by: /s/Dorrance W. Lamb, as power of attorney, on behalf of Donald L. Turrell

11/16/2005

__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) Sale pursuant to a 10b5-1 Plan entered into by Mr. Turrell on 8/30/05.

(2) Shares owned jointly by Mr. Turrell and his wife. The reporting person no longer has a reportable beneficial interest in 1500 shares of common stock owned by their daughter under the NYUTMA and included in the reporting person's prior ownership reports.

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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