

Roscher Fred
 Form 3/A
 February 06, 2006

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

OMB APPROVAL

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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) | | | <input checked="" type="checkbox"/> Officer | <input checked="" type="checkbox"/> 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)

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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 | |

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| | | | | 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.

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- (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.

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