

PAR TECHNOLOGY CORP
 Form 5
 February 06, 2006

FORM 5

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

OMB APPROVAL
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
Jost Kevin R
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
PAR TECHNOLOGY CORP [PTC]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

8383 SENECA TURNPIKE
 (Street)
 NEW HARTFORD, NY 13413
 (City) (State) (Zip)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/29/2005

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

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

6. Individual or Joint/Group Reporting
 (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 (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or (D) Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|

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 2270 (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 | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) |
|--|---|--------------------------------------|--|--------------------------------|---|--|---|
|--|---|--------------------------------------|--|--------------------------------|---|--|---|

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| Security | | | | | of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title |
|---|-----------------------------|------------|---|---|-----------------------------------|-----|---------------------|--------------------|-----------------|
| | | | | | (A) | (D) | | | |
| Non-Qualified Stock Option (right to buy) | \$ 19.45 | 05/02/2005 | Â | J | 0 ⁽¹⁾ | Â | 05/02/2006 | 05/02/2015 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 6.6967 ⁽³⁾ | 05/25/2004 | Â | M | 3,534 ⁽⁴⁾ | Â | 05/25/2005 | 05/25/2014 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Jost Kevin R 8383 SENECA TURNPIKE NEW HARTFORD, NY 13413 | Â X | Â | Â | Â |

Signatures

| | |
|---|------------|
| Ronald J. Casciano for Kevin R. Jost | 02/06/2006 |
| **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) Previously reported grant for this reporting person on Form 4 dated May 2, 2005 was incorrect in that no further grants could be granted under the plan pursuant to which the grant was made. Consequently, no grant was legally made at such time. This report is for the purpose of correcting the prior erroneously reported transaction.
 - (2) No price is required in this field as it is a stock option.
 - (3) This is a post split number as the result of a 3 for 2 split on January 6, 2006.
 - (4) These shares are a post split number as the result of a 3 for 2 split which happened on January 6, 2006.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.