PAR TECHNOLOGY CORP

Form 5

February 06, 2006

FORM 5

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB Number: 3235-0362

Check this box if no longer subject to Section 16.

Form 4 or Form

Check this box if washington, D.C. 20549

Expires: January 31, 2005

Expires: 4NNUAL STATEMENT OF CHANGES IN BENEFICIAL

Estimated average

Form 4 or Form
5 obligations
may continue.

See Instruction

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL

OWNERSHIP OF SECURITIES

burden hours per response... 1.0

1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported

Form 4 30(h) of the Investment Company Act of 1940

Transactions Reported

1. Name and Address of Reporting Person *
SIMMS JAMES A

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable) (Last) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended

(Month/Day/Year) _____ X__ Director _____ 10% Owner 12/29/2005 _____ Officer (give title _____ Other (specify

8383 SENECA TURNPIKE below) below)

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting

Filed(Month/Day/Year) (check applicable line)

NEW HARTFORD, NYÂ 13413

X Form Filed by One Reporting Person
___ Form Filed by More than One Reporting

Persor

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 6. Ownership 7. Nature of 5. Amount of Security (Month/Day/Year) Execution Date, if Transaction Acquired (A) or Securities Form: Direct Indirect (Instr. 3) Disposed of (D) Beneficially Beneficial Code (D) or (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end Indirect (I) Ownership of Issuer's (Instr. 4) (Instr. 4) (A)

or (Instr. 3 and 4)

Amount (D) Price (Instr. 3 and 4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Derivative

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or Disposed of

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and A
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Derivative	Expiration Date	Underlying Se
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)		

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	Security				(D) (Instr. 3, 4, and 5)				
					(A)	(D)	Date Exercisable	Expiration Date	Title
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)	\$ 1.7167 (3)	01/02/2002	Â	M	13,500 (4)	Â	01/02/2003	01/02/2012	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
SIMMS JAMES A 8383 SENECA TURNPIKE NEW HARTFORD, NY 13413	ÂX	Â	Â	Â		

Signatures

Ronald J. Casciano for James A. Simms

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).
- 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 price as the result of a 3 for 2 stock 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.

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