RICHARDSON ELECTRONICS LTD/DE Form 10-Q/A May 18, 2005 *RELL FORM 10-Q/A(2) FY05Q1*

File:20050517-FY05Q1

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

FORM 10-Q/A

(Mark One)

RICHARDSON ELECTRONICS, LTD.

(Exact n	name of registrant as specified in its cha	arter)
Delaware	0-12906	36-2096643
(State or other jurisdiction	(Commission	(IRS Employer
of incorporation)	File Number)	Identification No.)
40W267 Keslinger Road, P.O. Box 393, LaFox, Illinois (Address of principal executive offices)		(Zip Code)
Registrant's telephone number, in	cluding area code:	(630) 208-2200
	-	
(Former nam	e or former address, if changed since la	ist report.)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter

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period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

[**X**] Yes [] No

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act).

[**X**]Yes []No

As of September 30, 2004, there were outstanding 17,298,214 shares of Common Stock, \$.05 par value, inclusive of 3,168,922 shares of Class B Common Stock, \$.05 par value, which are convertible into Common Stock of the registrant on a share for share basis.

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SIGNATURE
EXHIBIT INDEX
Exhibit 31.1 - Certification of
Edward J. Richardson pursuant to
Section 302 of the Sarbanes-Oxley Act
of 2002
Exhibit 31.2 - Certification of Kelly
Phillips pursuant to Section 302 of the
Sarbanes-Oxley Act of 2002

EXPLANATORY NOTE

Richardson Electronics, Ltd. (the "Company") is filing this Amendment 2 to its Quarterly Report on Form 10-Q/A for the fiscal quarter ended August 28, 2004, originally filed May 17, 2005, to file new Exhibits 31.1 and 31.2 that conform to the form of certification required pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. This Form 10-Q/A speaks as of the original filing date and has not been updated to relect events occuring subsequent to the original filing date.

The following is the item of the quarterly report amended hereby:

PART II - OTHER INFORMATION

Item 6. EXHIBITS

31.1 - Certification of Edward J.
Richardson pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2 - Certification of Kelly Phillips pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

RICHARDSON ELECTRONICS, LTD.

Date: May 17, 2005

By: <u>/s/ KELLY PHILLIPS</u> Name:Kelly Phillips Title: Chief Financial Officer (on behalf of the Registrant and as Principal financial and accounting officer) 2