

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

☒ Yes ☐ No

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

☒ 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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| 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 reflect events occurring 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: /s/ KELLY PHILLIPS

Name: Kelly Phillips

Title: Chief Financial Officer

*(on behalf of the Registrant and
as Principal financial and accounting officer)*

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