UFP TECHNOLOGIES INC

Form 4 May 30, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number: January 31, Expires:

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Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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(b).

Par Value Common

Stock, \$.01

05/26/2006

(Print or Type R	esponses)												
WORRELL PETER R Symbol			Symbol	r Name and				5. Relationship of Reporting Person(s) to Issuer					
UF				ECHNOL	OGIES II	NC [C	FPI	(Check all applicable)					
(Last)	(First)	(Middle)	3. Date of Earliest Transaction										
C/O UFP TECHNOLOGIES, 05/25 INC., 172 EAST MAIN STREET				Oay/Year) 006				X Director 10% Owner Officer (give title below) Other (specify below)					
	(Street) 4. If Amendment, Date Original							6. Individual or Joint/Group Filing(Check					
Filed(Month/Day/Year))	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporti							
GEORGETC	OWN, MA 018	333						Person					
(City)	(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									ly Owned			
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)			3. Transaction Code (Instr. 8)	4. Securit on(A) or Dia (Instr. 3,	sposed	of (D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
				Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)					
Common Stock, \$.01 Par Value	05/25/2006			S	5,000	D	\$ 5.15	75,366	D				
Common Stock, \$.01 Par Value	05/25/2006			S	5,000	D	\$ 5.2	70,366	D				
Common Stock, \$.01	05/25/2006			S	1,290	D	\$ 5.25	69,076	D				

S

5,366

D

\$ 5.2 63,710

D

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Par Value

Common Stock, \$.01 Par Value	05/26/2006	S	10,695	D	\$ 5.25	53,015	D
Common Stock, \$.01 Par Value	05/26/2006	S	5,000	D	\$ 5.3	48,015 (1) (2)	D

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 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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 Security	3. Transaction Date (Month/Day/Year)	4. Transa Code (Instr.	ction 8)	5. inNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)
			Code.	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships							
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other				
WORRELL PETER R								
C/O UFP TECHNOLOGIES, INC.	X							
172 EAST MAIN STREET	Λ							
GEORGETOWN, MA 01833								

Signatures

Patrick J. Kinney, Jr. as attorney-in-fact for Peter R. Worrell 05/30/2006

**Signature of Reporting Person Date

Reporting Owners 2

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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) The reporting person also holds 10,000 shares indirectly by the Bigelow Company Profit Sharing Plan and Trust
- (2) The reporting person also holds 4,400 shares indirectly by his spouse. The reporting person disclaims beneficial ownership of the shares held by his spouse.

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