

LAUER ROBERT A
Form 4
December 08, 2005

FORM 4

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

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

**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

OMB APPROVAL

OMB
Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LAUER ROBERT A

(Last) (First) (Middle)

14545 HARTWELL TRAIL

(Street)

NOVELTY, OH 44072

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
AGILYSYS INC [AGYS]

3. Date of Earliest Transaction
(Month/Day/Year)
12/06/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(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)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

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information contained in this form are not
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SEC 1474
(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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock <u>(1)</u>	<u>(2)</u>	12/06/2005	M	<u>(3)</u>			11,390 <u>(4)</u>	09/21/2005 <u>(5)</u>	<u>(6)</u>	Common stock 11,390

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAUER ROBERT A 14545 HARTWELL TRAIL NOVELTY, OH 44072			X	

Signatures

/s/ Kathryn K. Vanderwist, by power of attorney for Robert Lauer 12/08/2005

 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) The reporting person elected to receive his director fees in the form of stock equivalents. These phantom stock units were held in the reporting person's account under the Agilysys, Inc. Deferred Compensation Plan for Directors, as amended.

(2) One for one.

(3) Effective 12/6/05, reporting person elected to receive a cash distribution of the funds in his Deferred Compensation Stock Allotment Account, in accordance with the terms and conditions of the Deferred Compensation Plan for Directors, as amended.

(4) Represents the stock equivalent value of funds in the reporting person's Deferred Compensation Stock Allotment Account under the Agilysys, Inc. Deferred Compensation Plan for Directors, as amended. As of 12/6/05, the cash value of reporting person's Deferred Compensation Stock Allotment Account was \$131,659.76.

(5) Reporting person terminated his participation in the Deferred Compensation Plan for Directors, as amended, on March 21, 2005, and became eligible to receive a total or partial cash distribution from his Deferred Compensation Stock Allotment Account as of September 21, 2005.

(6) Not applicable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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