

PAR TECHNOLOGY CORP  
Form 4  
February 19, 2010

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
CORTESE GREGORY T

(Last) (First) (Middle)

8383 SENECA TURNPIKE

(Street)

NEW HARTFORD, NY 13413

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/17/2010

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)  
Executive Vice President, OOC

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)<br>Code V Amount (D) Price                             |   |  |  |
| Common Stock                    | 02/17/2010                           |  | M                              | 7,200 A \$ 2.0417   | 7,260   | D  |  |
| Common Stock                    | 02/17/2010                           |  | S <sup>(1)</sup>               | 7,200 D \$ 6.1  | 60  | D  |  |
| Common Stock                    | 02/17/2010                           |  | M                              | 600 A \$ 2.0417   | 660   | D  |  |
| Common Stock                    | 02/17/2010                           |  | S <sup>(1)</sup>               | 600 D \$ 6.07   | 60  | D  |  |
| Common Stock                    | 02/17/2010                           |  | M                              | 8,100 A \$ 2.0417   | 8,160   | D  |  |

Common Stock      02/17/2010      S<sup>(1)</sup>      8,100      D      \$ 6.05      60      D

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

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**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) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Non-Qualified Stock Option (right to buy)  | \$ 2.0417  | 02/17/2010                           |  | M                              | 7,200   | 02/11/2001 08/11/2010                                    | Common Stock  | 7,200                         |
| Non-Qualified Stock Option (right to buy)  | \$ 2.0417  | 02/17/2010                           |  | M                              | 600   | 02/11/2001 08/11/2010                                    | Common Stock  | 600                           |
| Non-Qualified Stock Option (right to buy)  | \$ 2.0417  | 02/17/2010                           |  | M                              | 8,100   | 02/11/2001 08/11/2010                                    | Common Stock  | 8,100                         |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |                               |       |
|---|---------------|-----------|-------------------------------|-------|
|   | Director      | 10% Owner | Officer                       | Other |
| CORTESE GREGORY T<br>8383 SENECA TURNPIKE<br>NEW HARTFORD, NY 13413 |               |           | Executive Vice President, OOC |       |

## Signatures

By: Viola A. Murdock For: Gregory T. Cortese      02/19/2010

\_\_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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 16, 2009.

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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