

AMPEX CORP /DE/

Form 4

August 17, 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
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ATCHISON ROBERT L

(Last) (First) (Middle)

1228 DOUGLAS AVENUE

(Street)

REDWOOD CITY, CA 94063

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
AMPEX CORP /DE/ [AMPX]

3. Date of Earliest Transaction
(Month/Day/Year)
08/15/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|--|
| Class A Common Stock | 08/15/2005 | | M | 2,838 A | \$ 1.15 150 | D | |
| Class A Common Stock | 08/15/2005 | | S ⁽¹⁾ | 1 D | \$ 31.87 150 | D | |
| Class A Common Stock | 08/15/2005 | | S ⁽¹⁾ | 300 D | \$ 31.872 150 | D | |
| Class A Common | 08/15/2005 | | S ⁽¹⁾ | 99 D | \$ 31.88 150 | D | |

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Stock

| | | | | | | | |
|----------------------------|------------|------------------|-------|---|--------------|-----|---|
| Class A Common Stock | 08/15/2005 | S ⁽¹⁾ | 300 | D | \$ 31.904 | 150 | D |
| Class A Common Stock | 08/15/2005 | S ⁽¹⁾ | 300 | D | \$ 31.944 | 150 | D |
| Class A Common Stock | 08/15/2005 | S ⁽¹⁾ | 238 | D | \$ 31.98 | 150 | D |
| Class A Common Stock | 08/15/2005 | S ⁽¹⁾ | 100 | D | \$ 32 | 150 | D |
| Class A Common Stock | 08/15/2005 | S ⁽¹⁾ | 1,500 | D | \$ 32.21 | 150 | D |

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

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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 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 Securities (Instr. 3 and 4) | | |
|---|---|---|---|---|---|--|---|----------------------------|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | Code | V (A) (D) | | | | |
| Employee Stock Option (Right to Buy) | \$ 21.25 | 08/15/2005 | | M | 2,838 | 11/06/2000 | 11/06/2008 | Class A Common Stock | 2,838 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ATCHISON ROBERT L 1228 DOUGLAS AVENUE REDWOOD CITY, CA 94063 | | | Vice President | |

Signatures

Robert L.
Atchison

08/15/2005

 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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 24, 2005.
- (2) After giving effect to this exercise, the reporting person owns 0 options with the same exercise price and expiration date.

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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