

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-K/A**

(Mark One)

☒ **FOR ANNUAL REPORTS PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended May 29, 2004

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____

to _____

Commission File Number:

0-12906

RICHARDSON ELECTRONICS, LTD.

(Exact name of registrant as specified in its charter)

Delaware**36-2096643**

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

40W267 Keslinger Road, P.O. Box 393**LaFox, Illinois 60147-0393**

(Address of principal executive offices)

Registrant's telephone number, including area code:

(630) 208-2200

Securities registered pursuant to Section 12(b) of the Act:

None

Securities registered pursuant to Section 12(g) of the Act:

Common Stock, \$0.05 Par Value

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter 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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

☒

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

☒ Yes

☐ No

The aggregate market value of the registrant's common stock held by non-affiliates of the registrant as of November 28, 2003, was approximately \$107,300,000.

As of August 4, 2004, there were outstanding 15,527,780 shares of Common Stock, \$.05 par value, inclusive of 1,398,488 shares held in treasury, and 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.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's Proxy Statement dated September 3, 2004 for the Annual Meeting of Stockholders scheduled to be held October 12, 2004, which will be filed pursuant to Regulation 14(A), are incorporated by reference in Part III of this Report. Except as specifically incorporated herein by reference, the above mentioned Proxy Statement is not deemed filed as part of this report.

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EXPLANATORY NOTE

Richardson Electronics, Ltd. (the "Company") is filing this Amendment 2 to its Annual Report on Form 10-K/A for the fiscal year ended May 29, 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-K/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 annual report amended hereby:

PART IV

Item 15. Exhibits, Financial Statement Schedules, and Reports on Form 8-K

(c) Exhibit Index.

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

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

RICHARDSON ELECTRONICS, LTD.

By: /s/ Edward J. Richardson By: /s/ Kelly Phillips

Edward J. Richardson,
Chairman of the Board and
Chief Executive Officer

Kelly Phillips
Chief Financial Officer

Date: May 17, 2005