

SWEENEY PATRICK
Form 4
August 29, 2006

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 *
SWEENEY PATRICK

2. Issuer Name and Ticker or Trading Symbol
KEY TRONIC CORP [KTCC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
P.O. BOX 14687

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/25/2006

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

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SPOKANE
VALLEY, WA 99214-0687

(City) (State) (Zip)

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 (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/25/2006		M		10,000	A	\$ 3.94
Common Stock	08/25/2006		M		10,000	A	\$ 2.11
Common Stock	08/25/2006		M		7,500	A	\$ 1.20
Common Stock	08/25/2006		M		7,500	A	\$ 2.20
Common Stock	08/25/2006		M		2,465	A	\$ 3.46

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

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(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)	Amount or Number of Shares
Option - Right To Buy ⁽¹⁾	\$ 3.94	08/25/2006		M	10,000	08/01/2001 ⁽²⁾ 08/01/2010	Common Stock	10,000
Option - Right To Buy ⁽¹⁾	\$ 2.11	08/25/2006		M	10,000	08/01/2002 ⁽³⁾ 08/01/2011	Common Stock	10,000
Option - Right To Buy ⁽¹⁾	\$ 1.2	08/25/2006		M	7,500	10/29/2003 ⁽⁴⁾ 10/29/2012	Common Stock	7,500
Option - Right To Buy ⁽¹⁾	\$ 2.2	08/25/2006		M	7,500	10/28/2004 ⁽⁵⁾ 10/28/2013	Common Stock	7,500
Option - Right To Buy ⁽¹⁾	\$ 3.4	08/25/2006		M	2,465	11/02/2005 ⁽⁶⁾ 11/02/2014	Common Stock	2,465

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SWEENEY PATRICK
P.O. BOX 14687
SPOKANE VALLEY, WA 99214-0687

X

Signatures

/s/ Patrick
Sweeney

08/25/2006

 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) Options granted pursuant to Key Tronic Corporation Amended and Restated Stock Option Plan for Non-Employee Directors.
 - (2) 1/3 vested 08/01/01, 1/3 vested 08/01/02, 1/3 vested 08/01/03.
 - (3) 1/3 vested 08/01/02, 1/3 vested 08/01/03, 1/3 vested 08/01/04.
 - (4) 1/2 vested 10/29/03, 1/2 vested 10/29/04.
 - (5) 1/2 vested 10/28/04, 1/2 vested 10/28/05.
 - (6) Vested 11/02/05.

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.