

SULLIVAN THOMAS C
Form 5
May 16, 2005

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
SULLIVAN THOMAS C

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
03/31/2005

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

30946 LAKE ROAD

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

BAY VILLAGE, OH 44140

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(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) (A) or (D) Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
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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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Security					(Instr. 3, 4, and 5)			Title	Amount or Number of Shares	
					(A)	(D)	Date Exercisable			Expiration Date
Phantom Stock	\$ 0 ⁽¹⁾	03/31/2005 ⁽²⁾	Â	A4	25,479.9 ⁽²⁾	Â	Â ⁽³⁾	Â ⁽³⁾	Common stock	25,479.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SULLIVAN THOMAS C 30946 LAKE ROAD BAY VILLAGE, OH 44140	Â X	Â	Â	Â

Signatures

/s/ Kathryn K. Vanderwist, by power of attorney for Thomas C. Sullivan

05/16/2005

__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 are held in the reporting person's account under the Agilysys, Inc. Deferred Compensation Plan for Directors, as amended.

(2) These phantom stock units represent the balance as of March 31, 2005 of the stock equivalent value of the reporting person's director fees held in his account under the Agilysys, Inc. Deferred Compensation Plan for Directors, as amended, along with dividends accrued on such phantom stock units. These phantom stock units are being reported late due to an inadvertent reporting error.

(3) Upon cessation of his tenure as a Director in accordance with the terms and conditions of the Agilysys, Inc. Deferred Compensation Plan for Directors, as amended.

(4) The reporting person's Stock Allotment Account established under the Agilysys, Inc. Deferred Compensation Plan for Directors has been credited with a stock equivalent which was equal to the number of shares (computed to the nearest one-hundredth of a share) of the Company's Common Shares (the "Common Shares") that could be purchased with the dollar amount of the allotment at the last sales price of the Common Shares on the last trading day of the applicable quarter of the Company; and also includes an additional stock equivalent which is equal to the number of Common shares (computed to the nearest one-hundredth of a share) that could be purchased with the dollar amount determined by multiplying the dividends paid per share of Common Shares to shareholders of record during the applicable fiscal quarter, by the number of shares, including fractional shares, in the Stock Allotment Account at the beginning of such fiscal quarter.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.