

COMTECH TELECOMMUNICATIONS CORP /DE/
 Form 4
 June 06, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Stallone Nancy

(Last) (First) (Middle)

COMTECH
 TELECOMMUNICATIONS
 CORP., 68 SOUTH SERVICE
 ROAD, SUITE 230

(Street)

MELVILLE, NY 11747

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 COMTECH
 TELECOMMUNICATIONS CORP
 /DE/ [CMTL]

3. Date of Earliest Transaction
 (Month/Day/Year)
 06/04/2014

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)
 Vice President of Finance

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock Par Value \$.10 per share	06/05/2014		M		189	A	2 6,477
Common Stock Par Value \$.10 per share	06/05/2014		F		70	D	\$ 32.99 6,407

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option Right to Buy ⁽¹⁾	\$ 31.44	06/04/2014		A		2,110		06/04/2015	06/04/2024	Common Stock Par Value \$.10 per share	2,110
Stock Option Right to Buy ⁽¹⁾	\$ 31.44	06/04/2014		A		2,110		06/04/2016	06/04/2024	Common Stock Par Value \$.10 per share	2,110
Stock Option Right to Buy ⁽¹⁾	\$ 31.44	06/04/2014		A		2,110		06/04/2017	06/04/2024	Common Stock Par Value \$.10 per share	2,110
Stock Option Right to Buy ⁽¹⁾	\$ 31.44	06/04/2014		A		2,110		06/04/2018	06/04/2024	Common Stock Par Value \$.10 per share	2,110
Stock Option Right to Buy ⁽¹⁾	\$ 31.44	06/04/2014		A		2,110		06/04/2019	06/04/2024	Common Stock Par Value \$.10 per share	2,110
Restricted Stock	⁽²⁾	06/05/2013		M		189		⁽³⁾	⁽³⁾	Common Stock Par	189

Units

Value
\$.10 per
share

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stallone Nancy COMTECH TELECOMMUNICATIONS CORP. 68 SOUTH SERVICE ROAD, SUITE 230 MELVILLE, NY 11747			Vice President of Finance	

Signatures

Nancy Stallone 06/06/2014

____Signature of Date
Reporting Person

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) Option was granted under the Company's 2000 Stock Incentive Plan in consideration of services to be performed by the reporting person after the date of grant.
- (2) Restricted stock units convert into common stock on a one-for-one basis.
- (3) 20% of the 949 restricted stock units issued to the Reporting Person on June 5, 2013 have vested. The remaining 80% will vest 20% per year on the second through fifth anniversaries of grant, assuming continued service as an employee.

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.