

COMTECH TELECOMMUNICATIONS CORP /DE/
 Form 4
 April 14, 2015

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 *
KANTOR EDWIN

(Last) (First) (Middle)

**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)
04/10/2015

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)

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 Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price (A) or (D) | | |
| Common Stock Par Value \$.10 per share | 04/10/2015 | | M | | 15,000 A \$ 28.84 | 25,375 | D |
| Common Stock Par Value \$.10 per share | 04/10/2015 | | S | | 10,000 D \$ 31.57 (1) | 15,375 | D |
| Common Stock Par | 04/13/2015 | | S | | 2,473 D \$ 31.64 | 12,902 | D |

| | | | | | | | |
|---|------------|---|-------|---|-------------|--------|----------|
| Value \$.10 per share | | | | | | | (2) |
| Common Stock Par Value \$.10 per share | 04/14/2015 | S | 2,527 | D | \$ 31.51 | 10,375 | D (3) |

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 | |
|---|--|---|---|--------------------------------------|--|--|---|-------------------------------------|--|
| | | | | | | Date Exercisable | Expiration Date | Title | |
| | | | | | | Code | V (A) (D) | | |
| Stock Option Right to Buy (4) | \$ 28.84 | 04/10/2015 | | M(5) | 15,000 | 06/02/2010 06/02/2015 | Common stock par value \$.10 per share | 15,000 | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KANTOR EDWIN
68 SOUTH SERVICE ROAD, SUITE 230 X
MELVILLE, NY 11747

Signatures

Edwin Kantor 04/14/2015

**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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$31.50 to \$31.70, inclusive. The reporting person undertakes to provide to Comtech Telecommunications Corp., any security holder of Comtech Telecommunications Corp., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$31.60 to \$31.68, inclusive. The reporting person undertakes to provide to Comtech Telecommunications Corp., any security holder of Comtech Telecommunications Corp., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$31.50 to \$31.54, inclusive. The reporting person undertakes to provide to Comtech Telecommunications Corp., any security holder of Comtech Telecommunications Corp., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(4) Exercise of previously granted stock option.

(5) The underlying stock option was due to expire on June 2, 2015.

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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