

COMTECH TELECOMMUNICATIONS CORP /DE/
 Form 4
 October 07, 2016

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 *
BURT RICHARD L

(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)
 10/05/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
 Officer (give title below) Sr. Vice President
 ____ 10% Owner
 ____ 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock Par Value \$0.10 Per Share	10/05/2016		A		2,704 (1)	A	\$ 177,203
Common Stock Par Value \$0.10 Per Share	10/05/2016		F		740	D	\$ 12.63 176,463

Common Stock Par Value	10/05/2016	M	449	A	(2)	176,912	D
\$0.10 Per Share							
Common Stock Par Value	10/05/2016	F	123	D	\$ 12.63	176,789	D
\$0.10 Per Share							
Common Stock Par Value	10/05/2016	M	348	A	(2)	177,137	D
\$0.10 Per Share							
Common Stock Par Value	10/05/2016	F	96	D	\$ 12.63	177,041	D
\$0.10 Per Share							

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 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)	8. P Der Sec (Ins	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Shares	(2)	10/05/2016		M	449	(3)	(3)	Common Stock Par Value \$0.10 Per Share	449

Performance Shares	(2)	10/05/2016	M	348	(4)	(4)	Common Stock Par Value \$0.10 Per Share	348
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BURT RICHARD L 68 SOUTH SERVICE ROAD, SUITE 230 MELVILLE, NY 11747			Sr. Vice President	

Signatures

Richard L. Burt 10/07/2016

__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).
- These shares represent common stock of Comtech Telecommunications Corp. issued on October 5, 2016 as a result of the settlement of a
- (1) Long Term Performance Share Award granted on October 2, 2013 in connection with the achievement of pre-established goals over the three-year performance period ended July 31, 2016.
 - (2) Performance shares convert into common stock on a one-for-one basis.
 - (3) 20% of the 2,246 performance shares issued to the reporting person on June 5, 2013 have vested.
 - (4) 20% of the 1,741 performance shares issued to the reporting person on June 6, 2012 have vested.

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.