

COMTECH TELECOMMUNICATIONS CORP /DE/

Form 4

August 06, 2014

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

 OMB Number: 3235-0287
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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 *
PORCELAIN MICHAEL

(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)

08/04/2014

 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)

Sr. Vice President & CFO

 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) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| | | | | (A) or (D) | | | |
| | | | Code | V | Amount | | Price |

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

**Persons who respond to the collection of
 information contained in this form are not
 required to respond unless the form
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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)

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| 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. D S (I | |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|----------------------------------------------------|----------------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option Right to Buy ⁽¹⁾ | \$ 33.94 | 08/04/2014 | | A | | 6,000 | | 08/04/2015 | 08/04/2024 | Common stock par value \$.10 per share | 6,000 |
| Stock Option Right to Buy ⁽¹⁾ | \$ 33.94 | 08/04/2014 | | A | | 6,000 | | 08/04/2016 | 08/04/2024 | Common stock par value \$.10 per share | 6,000 |
| Stock Option Right to Buy ⁽¹⁾ | \$ 33.94 | 08/04/2014 | | A | | 6,000 | | 08/04/2017 | 08/04/2024 | Common stock par value \$.10 per share | 6,000 |
| Stock Option Right to Buy ⁽¹⁾ | \$ 33.94 | 08/04/2014 | | A | | 6,000 | | 08/04/2018 | 08/04/2024 | Common stock par value \$.10 per share | 6,000 |
| Stock Option Right to Buy ⁽¹⁾ | \$ 33.94 | 08/04/2014 | | A | | 6,000 | | 08/04/2019 | 08/04/2024 | Common stock par value \$.10 per share | 6,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|-----------------------------------------------------------------------------|----------------------------------|
| | Director 10% Owner Officer Other |
| PORCELAIN MICHAEL 68 SOUTH SERVICE ROAD, SUITE 230 MELVILLE, NY 11747 | Sr. Vice President & CFO |

Signatures

Michael D.
Porcelain

08/05/2014

 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) 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.

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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