

COMTECH TELECOMMUNICATIONS CORP /DE/

Form 4

June 06, 2014

**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 \*  
O'Gara Patrick

(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)

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  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

V.P. of Tax and Secretary

6. Individual or Joint/Group Filing(Check  
Applicable Line)

\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3)           | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---|---|---|--------------------------------------|---|--|--|---|
|   |   |   | Code                                 | V   | Amount   | (A)<br>or<br>(D)   | Price                                   |
| Common<br>Stock Par<br>Value \$.10<br>per share | 06/05/2014                              |   | M                                    |   | 189  | A  | 2 4,590                                 |
| Common<br>Stock Par<br>Value \$.10<br>per share | 06/05/2014                              |   | F                                    |   | 75   | D  | \$ 32.99 4,515                          |

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) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|-------------------------------|---|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date               | Title   | Amount or Number of Shares |
|  |  |                                      |  | Code                           | V   | (A)  | (D)                           |   |                            |
| Stock Option Right to Buy <sup>(1)</sup>   | \$ 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 <sup>(1)</sup>   | \$ 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 <sup>(1)</sup>   | \$ 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 <sup>(1)</sup>   | \$ 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 <sup>(1)</sup>   | \$ 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 Units                     | <sup>(2)</sup>   | 06/05/2014                           |  | M                              |   | 189  | <sup>(3)</sup> <sup>(3)</sup> | Common Stock Par Value  | 189                        |

\$.10 per  
share

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                           |       |
|--|---------------|-----------|---------------------------|-------|
|  | Director      | 10% Owner | Officer                   | Other |
| O'Gara Patrick<br>68 SOUTH SERVICE ROAD, SUITE 230<br>MELVILLE, NY 11747 |               |           | V.P. of Tax and Secretary |       |

## Signatures

Patrick O'Gara 06/06/2014

\*\*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.
- (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.

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