

COMTECH TELECOMMUNICATIONS CORP /DE/
Form 4
August 05, 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 *
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)
08/01/2014

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 & CFO
____ 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 Indirect Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or (D) Price | | |
| Common Stock Par Value \$.10 Per Share | 08/01/2014 | | M | | 8,313 A \$ 13.19 | 61,184 | D |
| Common Stock Par Value \$.10 Per Share | 08/01/2014 | | M | | 25,000 A \$ 26.9 | 86,184 | D |
| Common Stock Par | 08/01/2014 | | F | | 23,203 D \$ 33.71 | 62,981 | D |

Value \$.10
Per Share

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Option Right to Buy ⁽¹⁾ | \$ 13.19 | 08/01/2014 | | M ⁽²⁾ | 8,313 | 08/02/2005 08/02/2014 | Common Stock Par Value \$.10 Per Share 8,313 |
| Stock Option Right to Buy ⁽¹⁾ | \$ 26.9 | 08/01/2014 | | M ⁽³⁾ | 25,000 | 08/01/2007 08/01/2014 | Common Stock Par Value \$.10 Per Share 25,000 |

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) Exercise of previously granted stock option.

(2) The underlying stock option was due to expire on August 2, 2014.

(3) The underlying stock option was due to expire on August 1, 2014.

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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