

COMTECH TELECOMMUNICATIONS CORP /DE/

Form 4

June 14, 2005

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BURT RICHARD L

(Last) (First) (Middle)

105 BAYLIS ROAD

(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)
06/10/2005

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)
Sr. Vice President

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 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock Par Value \$0.10 per share	06/10/2005		M	13,500	A \$ 3.33 226,110 ⁽²⁾	D	
Common Stock Par Value \$0.10 per share	06/10/2005		M	40,500	A \$ 5.06 266,610 ⁽²⁾	D	
	06/10/2005		M	10,125	A \$ 6.33 276,735 ⁽²⁾	D	

Common
Stock Par
Value
\$0.10 per
share

Common
Stock Par
Value
\$0.10 per
share

Common
Stock Par
Value
\$0.10 per
share

Common
Stock Par
Value
\$0.10 per
share

06/10/2005

M

22,500

A

\$ 3.58 299,235 ⁽²⁾

D

06/10/2005

M

11,250

A

\$
11.67 310,485 ⁽²⁾

D

06/10/2005

S

148,875

D

\$ 36 161,610 ⁽²⁾

D

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option Right to Buy ⁽¹⁾	\$ 3.33	06/10/2005		M		13,500		06/29/2000	06/29/2009	Common stock par value \$.10 per share	13,500
Stock Option	\$ 5.06	06/10/2005		M		40,500		12/12/2001	12/12/2010	Common stock par	40,500

Right to Buy ⁽¹⁾								value \$.10 per share	
Stock Option Right to Buy ⁽¹⁾	\$ 6.33	06/10/2005	M	10,125	08/07/2002	08/07/2011	Common stock par value \$.10 per share	10,125	
Stock Option Right to Buy ⁽¹⁾	\$ 3.58	06/10/2005	M	22,500	08/06/2003	08/06/2012	Common stock par value \$.10 per share	22,500	
Stock Option Right to Buy ⁽¹⁾	\$ 11.67	06/10/2005	M	11,250	08/04/2004	08/04/2013	Common stock par value \$.10 per share	11,250	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BURT RICHARD L 105 BAYLIS ROAD MELVILLE, NY 11747			Sr. Vice President	

Signatures

Richard L. Burt 06/10/2005

 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) Balance reflects 3-for-2 stock split in April 2005

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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