

COMTECH TELECOMMUNICATIONS CORP /DE/

Form 4

June 14, 2005

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 *
ROUSE ROBERT G

2. Issuer Name **and** Ticker or Trading
Symbol
COMTECH
TELECOMMUNICATIONS CORP
/DE/ [CMTL]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)

Chief Financial Officer

(Last) (First) (Middle)

105 BAYLIS ROAD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/10/2005

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

MELVILLE, NY 11747

(City) (State) (Zip)

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)
Common Stock Par Value \$0.10 per share	06/10/2005		M	67,500	A \$ 6.22 78,750 ⁽²⁾	D	
Common Stock Par Value \$0.10 per share	06/10/2005		M	6,750	A \$ 6.33 85,500 ⁽²⁾	D	
	06/10/2005		M	18,000	A \$ 3.58 103,500 ⁽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

06/10/2005

M

12,000

A

\$
11.67115,500 ⁽²⁾

D

06/10/2005

S

104,250

D

\$ 36

11,250 ⁽²⁾

D

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⁾	\$ 6.22	06/10/2005		M		67,500		07/16/2002	07/16/2011	Common stock par value \$.10 per share	67,500
Stock Option Right to Buy ⁽¹⁾	\$ 6.33	06/10/2005		M		6,750		08/07/2002	08/07/2011	Common stock par value \$.10 per share	6,750
Stock Option	\$ 3.58	06/10/2005		M		18,000		08/06/2003	08/06/2012	Common stock par	18,000

Right to Buy ⁽¹⁾									value \$.10 per share	
Stock Option Right to Buy ⁽¹⁾	\$ 11.67	06/10/2005		M	12,000	08/04/2004	08/04/2013		Common stock par value \$.10 per share	12,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROUSE ROBERT G 105 BAYLIS ROAD MELVILLE, NY 11747			Chief Financial Officer	

Signatures

Robert Rouse 06/10/2005

 **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).

(1) Exercise of previously granted stock option

(2) Balance reflects 3-for2 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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