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COMTECH TELECOMMUNICATIONS CORP/DE/

Form 4

August 04, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

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SECURITIES

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ROUSE ROBERT G

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

Symbol

TELECOMMUNICATIONS CORP

(Check all applicable)

Chief Financial Officer

/DE/ [CMTL]

COMTECH

(Last) (First) (Middle)

(Street)

3. Date of Earliest Transaction

Director X_ Officer (give title Other (specify below)

(Month/Day/Year)

105 BAYLIS ROAD 08/02/2005

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

4. If Amendment, Date Original

(Instr. 8)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

MELVILLE, NY 11747

(State) (Zip) (City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

4. Securities TransactionAcquired (A) or Disposed of (D) Code

5. Amount of 6. Ownership Securities Form: Direct Beneficially Owned

7. Nature of Indirect (D) or Indirect Beneficial Ownership

(Instr. 4)

10% Owner

Following Reported (A)

Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

(Instr. 3, 4 and 5)

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 displays a currently valid OMB control number.

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 Conversion 3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

4 5. Number of TransactionDerivative

6. Date Exercisable and **Expiration Date**

7. Title and Amount of **Underlying Securities**

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option Right to Buy (1)	\$ 35.9	08/02/2005		A	11,250	08/02/2006	08/02/2010	Common stock par value \$.10 per share	11,250
Stock Option Right to Buy (1)	\$ 35.9	08/02/2005		A	11,250	08/02/2007	08/02/2010	Common stock par value \$.10 per share	11,250
Stock Option Right to Buy (1)	\$ 35.9	08/02/2005		A	22,500	08/02/2008	08/02/2010	Common stock par value \$.10 per share	22,500

Reporting Owners

Director 10% Owner Officer Other

ROUSE ROBERT G 105 BAYLIS ROAD MELVILLE, NY 11747

Chief Financial Officer

Signatures

Robert Rouse 08/03/2005

**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) Option was granted under the Company's 2000 Stock Incentive Plan

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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