

COMTECH TELECOMMUNICATIONS CORP /DE/
 Form 4
 June 26, 2008

FORM 4

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

OMB APPROVAL

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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

(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)
 06/24/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Exec. Vice President & COO

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 Price		
Common Stock Par Value \$.10 per share	06/24/2008		M		18,000 A \$ 3.58	29,250	D
Common Stock Par Value \$.10 per share	06/24/2008		M		12,000 A \$ 11.67	41,250	D
Common Stock Par	06/24/2008		M		35,500 A \$ 13.19	76,750	D

Value \$.10 per share								
Common Stock Par Value \$.10 per share	06/24/2008	M	22,500	A	\$ 35.9	99,250		D
Common Stock Par Value \$.10 per share	06/24/2008	M	12,500	A	\$ 26.9	111,750		D
Common Stock Par Value \$.10 per share	06/24/2008	S	2,600	D	\$ 48.75	109,150		D
Common Stock Par Value \$.10 per share	06/24/2008	S	200	D	\$ 48.77	108,950		D
Common Stock Par Value \$.10 per share	06/24/2008	S	6,100	D	\$ 48.8	102,850		D
Common Stock Par Value \$.10 per share	06/24/2008	S	800	D	\$ 48.81	102,050		D
Common Stock Par Value \$.10 per share	06/24/2008	S	300	D	\$ 48.82	101,750		D
Common Stock Par Value \$.10 per share	06/24/2008	S	5,000	D	\$ 48.83	96,750		D
Common Stock Par Value \$.10 per share	06/24/2008	S	1,400	D	\$ 48.85	95,350		D
Common Stock Par Value \$.10 per share	06/24/2008	S	5,700	D	\$ 48.86	89,650		D
Common Stock Par Value \$.10	06/24/2008	S	20,495	D	\$ 48.87	69,155		D

per share

Common Stock Par Value \$.10	06/24/2008	S	2,300	D	\$ 48.88	66,855	D
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per share

Common Stock Par Value \$.10	06/24/2008	S	1,300	D	\$ 48.89	65,555	D
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per share

Common Stock Par Value \$.10	06/24/2008	S	4,800	D	\$ 48.9	60,755	D
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per share

Common Stock Par Value \$.10	06/24/2008	S	200	D	\$ 48.91	60,555	D
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per share

Common Stock Par Value \$.10	06/24/2008	S	5,000	D	\$ 48.92	55,555	D
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per share

Common Stock Par Value \$.10	06/24/2008	S	800	D	\$ 48.95	54,755	D
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per share

Common Stock Par Value \$.10	06/24/2008	S	45,657	D	\$ 49	9,098	D
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per share

Common Stock Par Value \$.10	06/24/2008	S	2,800	D	\$ 49.01	6,298	D
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per share

Common Stock Par Value \$.10	06/24/2008	S	898	D	\$ 49.02	5,400	D
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per share

Common Stock Par Value \$.10	06/24/2008	S	100	D	\$ 49.03	5,300	D
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per share

Common Stock Par Value \$.10	06/24/2008	S	500	D	\$ 49.05	4,800	D
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per share

Common Stock Par Value \$.10 per share	06/24/2008	S	2,100	D	\$ 49.09	2,700	D
Common Stock Par Value \$.10 per share	06/24/2008	S	2,700	D	\$ 49.25	0	D ⁽²⁾

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.

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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⁾	\$ 3.58	06/24/2008		M	18,000	08/06/2003	08/06/2012	Common stock par value \$.10 per share	18,000
Stock Option (Right to Buy) ⁽¹⁾	\$ 11.67	06/24/2008		M	12,000	08/04/2004	08/04/2013	Common stock par value \$.10 per share	12,000
Stock Option (Right to Buy) ⁽¹⁾	\$ 13.19	06/24/2008		M	35,500	08/02/2005	08/02/2014	Common stock par value \$.10 per share	35,500
Stock Option (Right to Buy) ⁽¹⁾	\$ 35.9	06/24/2008		M	22,500	08/02/2006	08/02/2010	Common stock par value \$.10 per	22,500

Stock								share
Option	\$ 26.9	06/24/2008	M	12,500	08/01/2007	08/01/2011	Common	stock par
(Right to							value	12,500
Buy) ⁽¹⁾							\$.10 per	share

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROUSE ROBERT G 68 SOUTH SERVICE ROAD, SUITE 230 MELVILLE, NY 11747			Exec. Vice President & COO	

Signatures

Robert G. Rouse 06/26/2008

 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) On April 28, 2008, the Company announced that Mr. Rouse will be stepping down as Comtech's Executive Vice President and Chief Operating Officer, effective August 29, 2008.

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.