

COMTECH TELECOMMUNICATIONS CORP /DE/

Form 4

June 06, 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 \*  
**BONDI 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)

**06/04/2014**

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)

Corporate Controller

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 Beneficial Ownership (Instr. 4)
Common Stock Par Value \$.10 per share	06/05/2014		M	189 A (2)	10,241	D	
Common Stock Par Value \$.10 per share	06/05/2014		F	77 D \$ 32.99	10,164	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)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V	(A)	(D)		
Stock Option Right to Buy <sup>(1)</sup>	\$ 31.44	06/04/2014		A		2,110	06/04/2015 06/04/2024	Common Stock par value \$.10 per share	2,110
Stock Option Right to Buy <sup>(1)</sup>	\$ 31.44	06/04/2014		A		2,110	06/04/2016 06/04/2024	Common Stock par value \$.10 per share	2,110
Stock Option Right to Buy <sup>(1)</sup>	\$ 31.44	06/04/2014		A		2,110	06/04/2017 06/04/2024	Common Stock par value \$.10 per share	2,110
Stock Option Right to Buy <sup>(1)</sup>	\$ 31.44	06/04/2014		A		2,110	06/04/2018 06/04/2024	Common Stock par value \$.10 per share	2,110
Stock Option Right to Buy <sup>(1)</sup>	\$ 31.44	06/04/2014		A		2,110	06/04/2019 06/04/2024	Common Stock par value \$.10 per share	2,110
Restricted Stock Units	<sup>(2)</sup>	06/05/2014		M		189	<sup>(3)</sup> <sup>(3)</sup>	Common Stock par value	189

\$.10 per  
share

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BONDI MICHAEL 68 SOUTH SERVICE ROAD, SUITE 230 MELVILLE, NY 11747			Corporate Controller	

## Signatures

Michael Bondi                      06/06/2014

\_\_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) Option was granted under the Company's 2000 Stock Incentive Plan in consideration of services to be performed by the reporting person after the date of grant.
- (2) Restricted stock units convert into common stock on a one-for-one basis.
- (3) 20% of the 949 restricted stock units issued to the Reporting Person on June 5, 2013 have vested. The remaining 80% will vest 20% per year on the second through fifth anniversaries of grant, assuming continued service as an employee.

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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