

COMTECH TELECOMMUNICATIONS CORP /DE/

Form 4

October 07, 2016

**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  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**PORCELAIN 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)

**10/05/2016**

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 & CFO**

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 (Instr. 4)
Common Stock Par Value \$0.10 Per Share	10/05/2016		A	6,185 (1)	A 85,758	D	
Common Stock Par Value \$0.10 Per Share	10/05/2016		F	2,287	D \$ 12.63 83,471	D	

Common Stock Par Value \$0.10 Per Share	10/05/2016	M	899	A	(2)	84,370	D
Common Stock Par Value \$0.10 Per Share	10/05/2016	F	333	D	\$ 12.63	84,037	D
Common Stock Par Value \$0.10 Per Share	10/05/2016	M	995	A	(2)	85,032	D
Common Stock Par Value \$0.10 Per Share	10/05/2016	F	368	D	\$ 12.63	84,664	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)	8. P Der Sec (Ins
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Shares	(2)	10/05/2016		M	899	(3)	(3)	Common Stock Par Value \$0.10 Per Share	899

Performance Shares	(2)	10/05/2016	M	995	(4)	(4)	Common Stock Par Value \$0.10 Per Share	995
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PORCELAIN MICHAEL 68 SOUTH SERVICE ROAD, SUITE 230 MELVILLE, NY 11747			Sr. Vice President & CFO	

## Signatures

Michael D.  
Porcelain 10/07/2016

\*\*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).

These shares represent common stock of Comtech Telecommunications Corp. issued on October 5, 2016 as a result of the settlement of a

- (1) Long Term Performance Share Award granted on October 2, 2013 in connection with the achievement of pre-established goals over the three-year performance period ended July 31, 2016.
- (2) Performance shares convert into common stock on a one-for-one basis.
- (3) 20% of the 4,492 performance shares issued to the reporting person on June 5, 2013 have vested.
- (4) 20% of the 4,974 performance shares issued to the reporting person on June 6, 2012 have vested.

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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