

HERSHBERG DAVID E
Form 4/A
October 03, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
HERSHBERG DAVID E

2. Issuer Name and Ticker or Trading Symbol
GLOBECOMM SYSTEMS INC
[GCOM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
45 OSER AVENUE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/23/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

HAUPPAUGE, NY 11788

4. If Amendment, Date Original Filed(Month/Day/Year)
12/23/2011

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

(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. 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) |
|---------------------------------|--------------------------------------|--|--------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 07/02/2012 | | J ⁽¹⁾ | 94,810 A \$ 0 | 176,704 | D | |
| Common Stock | 07/02/2012 | | G ⁽²⁾ | 230,911 D \$ 0 | 0 | I | By Grat |
| Common Stock | 12/23/2011 | | G ⁽³⁾ | 171,089 D \$ 0 | 0 | I | By Gift Trust |
| Common Stock | 09/20/2012 | | G ⁽⁴⁾ | 171,000 D \$ 0 | 0 | I | By Deerhill Associates |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HERSHBERG DAVID E 45 OSER AVENUE HAUPPAUGE, NY 11788 | X | | Chief Executive Officer | |

Signatures

/s/ Andrew C. Melfi, as Attorney-in-fact
Date: 10/03/2012

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) Involved a transfer of shares held in a GRAT account to direct ownership on July 2, 2012. Upon the expiration of the GRAT account on June 30, 2012, the Reporting Person (i) transferred 94,810 shares of common stock to direct ownership and (ii) gifted 136,101 shares of common stock to a trust through which the Reporting Person's children are the sole beneficiaries and trustees and through which the Reporting Person has no beneficial ownership. Both (i) and (ii) occurred on July 2, 2012.
- (3) Involved a transfer to a trust through which the Reporting Person's children are the sole beneficiaries and trustees and through which the Reporting Person has no beneficial ownership.
- (4) Involved a transfer of ownership to children on December 23, 2011, but the Reporting Person maintained indirect beneficial ownership over the shares of common stock until the Reporting Person resigned as Managing Partner of Deerhill Associates on September 20, 2012, at which time the Reporting Person had no beneficial ownership over the shares of common stock.

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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