

COMTECH TELECOMMUNICATIONS CORP /DE/
 Form 4
 June 14, 2005

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 *
 ROUSE ROBERT G

(Last) (First) (Middle)

105 BAYLIS ROAD

(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)
 06/10/2005

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)
 Chief Financial Officer

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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Common Stock Par Value \$0.10 per share | 06/10/2005 | | M | | 67,500 | A | \$ 6.22 |
| | | | | | 78,750 ⁽²⁾ | D | |
| Common Stock Par Value \$0.10 per share | 06/10/2005 | | M | | 6,750 | A | \$ 6.33 |
| | | | | | 85,500 ⁽²⁾ | D | |
| | 06/10/2005 | | M | | 18,000 | A | \$ 3.58 |
| | | | | | 103,500 ⁽²⁾ | D | |

Common
Stock Par
Value
\$0.10 per
share

Common
Stock Par
Value
\$0.10 per
share

Common
Stock Par
Value
\$0.10 per
share

| | | | | | | |
|------------|---|--------|---|-------------|------------------------|---|
| 06/10/2005 | M | 12,000 | A | \$ 11.67 | 115,500 ⁽²⁾ | D |
|------------|---|--------|---|-------------|------------------------|---|

| | | | | | | |
|------------|---|---------|---|-------|-----------------------|---|
| 06/10/2005 | S | 104,250 | D | \$ 36 | 11,250 ⁽²⁾ | D |
|------------|---|---------|---|-------|-----------------------|---|

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Option Right to Buy ⁽¹⁾ | \$ 6.22 | 06/10/2005 | | M | 67,500 | 07/16/2002 07/16/2011 | Common stock par value \$0.10 per share 67,500 |
| Stock Option Right to Buy ⁽¹⁾ | \$ 6.33 | 06/10/2005 | | M | 6,750 | 08/07/2002 08/07/2011 | Common stock par value \$0.10 per share 6,750 |
| Stock Option | \$ 3.58 | 06/10/2005 | | M | 18,000 | 08/06/2003 08/06/2012 | Common stock par 18,000 |

| | | | | | | | | | |
|--------------------------------------|----------|------------|--|---|--------|------------|------------|--|--------|
| Right to Buy <u>(1)</u> | | | | | | | | value \$.10 per share | |
| Stock Option Right to Buy <u>(1)</u> | \$ 11.67 | 06/10/2005 | | M | 12,000 | 08/04/2004 | 08/04/2013 | Common stock par value \$.10 per share | 12,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ROUSE ROBERT G 105 BAYLIS ROAD MELVILLE, NY 11747 | | | Chief Financial Officer | |

Signatures

Robert Rouse 06/10/2005
 **Signature of Date
 Reporting Person

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) Balance reflects 3-for2 stock split in April 2005

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.