

COMTECH TELECOMMUNICATIONS CORP /DE/

Form 4

October 04, 2013

**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)

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)  
10/02/2013

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)  
Senior Vice President

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  | (A) or (D)   | Price                             |
| Common Stock Par Value \$.10 Per Share | 10/02/2013                           |  | M                              |   | 870   | A  | Ⓛ 3,870                           |
| Common Stock Par Value \$.10 Per Share | 10/02/2013                           |  | F <sup>(3)</sup>               |   | 322   | D  | \$ 24.35 3,548                    |

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     |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------------------------|
| Performance Shares                         | (1)  | 10/02/2013                           |  | M                              | 870   | (2) (2)  | Common stock par value \$ .10 per share                       | Amount or Number of Shares 870 |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

ROUSE ROBERT G  
68 SOUTH SERVICE ROAD, SUITE 230  
MELVILLE, NY 11747

Senior Vice President

## Signatures

Robert G. Rouse 10/04/2013

\*\*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) Performance shares convert into common stock on a one-for-one basis.

(2) 20% of the 4,353 performance shares issued to the Reporting Person on June 6, 2012 have vested. The remaining 80% will vest 20% per year on the first through fourth anniversaries of October 2, 2013, assuming continued service through the vesting date.

(3) Shares withheld by Registrant to satisfy minimum statutory withholding requirements on vesting of performance shares.

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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