

COMTECH TELECOMMUNICATIONS CORP /DE/  
 Form 4  
 February 05, 2015

**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 \*  
**GOLDBERG RICHARD L**

(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)  
**02/03/2015**

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)

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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock Par Value \$.10 per share	02/03/2015		M <sup>(1)</sup>	15,000	A	\$ 28.84	21,509	D
Common Stock Par Value \$.10 per share	02/03/2015		S <sup>(1)</sup>	15,000	D	\$ 35.04	6,509	D
						<sup>(2)</sup>		

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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option Right to Buy <sup>(3)</sup>	\$ 28.84	02/03/2015		M <sup>(1)</sup>	15,000	06/02/2011 06/02/2015	Common stock par value \$ .10 per share	15,000	

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

GOLDBERG RICHARD L  
68 SOUTH SERVICE ROAD, SUITE 230 X  
MELVILLE, NY 11747

## Signatures

Richard  
Goldberg 02/05/2015

\*\*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) The stock option exercise and related sales reported in this Form 4 were effected pursuant to a 10b5-1 trading plan previously adopted by the reporting person. The underlying stock option was due to expire on June 2, 2015.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$35.00 to \$35.26, inclusive. The reporting person undertakes to provide to Comtech Telecommunications Corp., any security holder of Comtech Telecommunications Corp., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

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(3) Exercise of previously granted stock option.

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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