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COMTECH TELECOMMUNICATIONS CORP /DE/ Form 4 October 04, 2013 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Stallone Nancy Issuer Symbol COMTECH (Check all applicable) **TELECOMMUNICATIONS CORP** /DE/ [CMTL] Director 10% Owner _X__Officer (give title Other (specify (Last) (First) (Middle) 3. Date of Earliest Transaction below) below) (Month/Day/Year) Vice President of Finance COMTECH 10/02/2013 **TELECOMMUNICATIONS** CORP., 68 SOUTH SERVICE ROAD, SUITE 230 4. If Amendment, Date Original (Street) 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting MELVILLE, NY 11747 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of 2. Transaction Date 2A. Deemed 3. Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial any (Month/Day/Year) (Instr. 8) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) (D) Code V Amount Price Common Stock Par 10/02/2013 216 766 M A (1)D Value \$.10 Per Share Common Stock Par 10/02/2013 F⁽³⁾ 78 D 688 D Value \$.10 24.35 Per Share

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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)	4. Transactic Code (Instr. 8)	5. Number on 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 Secu (Ins
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Performance Shares	<u>(1)</u>	10/02/2013	М	216	(2)	<u>(2)</u>	Common Stock Par Value \$.10 per share	216	

Reporting Owners

Reporting Owner Name / Address			Relationships	
	Director	10% Owner	Officer	Other
Stallone Nancy COMTECH TELECOMMUNICATIONS CORP. 68 SOUTH SERVICE ROAD, SUITE 230 MELVILLE, NY 11747			Vice President of Finance	

Signatures

Nancy Stallone

10/04/2013

<u>**</u>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.

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(2) 20% of the 1,082 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. 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.