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COMTECH TELECOMMUNICATIONS CORP /DE/ Form 4 October 30, 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 GOLDBERG RICHARD L Issuer Symbol COMTECH (Check all applicable) TELECOMMUNICATIONS CORP /DE/ [CMTL] _X__ Director 10% Owner Officer (give title Other (specify (Last) (First) (Middle) 3. Date of Earliest Transaction below) below) (Month/Day/Year) 68 SOUTH SERVICE ROAD, 10/29/2013 **SUITE 230** (Street) 4. If Amendment, Date Original 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 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of 6. Transaction(A) or Disposed of (D) Security (Month/Day/Year) Execution Date, if Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial anv (Month/Day/Year) (Instr. 8) Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common Stock Par $M^{(1)}$ 10/29/2013 3.750 Α 9.250 D 20.17Value \$.10 per share Common Stock Par \$30 10/29/2013 S⁽¹⁾ 5.500 D 3.750 D (2)Value \$.10 per share

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Transactic Code (Instr. 8)	5. Number ionof 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 E S (1
				Code V	(A) ((D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option Right to Buy (3)	\$ 20.17	10/29/2013		M <u>(1)</u>	3,	750	11/03/2004	11/03/2013	Common stock par value \$.10 per share	3,750	

Reporting Owners

Reporting Ow	Relationships						
		Director	10% Owner	Officer	Other		
GOLDBERG RICH 68 SOUTH SERVIC MELVILLE, NY 11	Х						
Signatures							
Richard Goldberg	10/30/2013						
<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).
- The stock option exercise and related sales reported in this Form 4 were effected pursuant to a 10b5-1 trading plan previously adopted by (1) the reporting person. The underlying stock option was due to expire on November 3, 2013.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$29.97 to \$30.03, 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

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of shares sold at each separate price within the range set forth in this footnote.

(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. 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.