

Reynolds William
Form 4/A
July 20, 2017

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Reynolds William

(Last) (First) (Middle)

7610 MIRAMAR ROAD, BLDG. 6000

(Street)

SAN DIEGO, CA 92126

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
R F INDUSTRIES LTD [RFIL]

3. Date of Earliest Transaction (Month/Day/Year)
07/13/2017

4. If Amendment, Date Original Filed(Month/Day/Year)
07/17/2017

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 07/13/2017 | | M | | 12,988 (3) \$ 1.5 | 43,188 | D |
| Common Stock | 07/13/2017 | | S | | 12,988 (1) \$ 1.93 | 30,200 | D |
| Common Stock | 07/14/2017 | | M | | 3,755 (3) \$ 1.5 | 33,975 | D |
| Common Stock | 07/14/2017 | | S | | 3,775 \$ 1.9 | 30,200 | D |
| Common Stock | | | | | | 2,600 | I By Wife |

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

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SEC 1474
(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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Common Stock | \$ 1.5 | 07/13/2017 | | M | 12,988 (3) | (2) 11/08/2021 | Common Stock | 12,998 |
| Common Stock | \$ 1.5 | 07/14/2017 | | M | 3,775 (3) | (2) 11/08/2021 | Common Stock | 3,775 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Reynolds William 7610 MIRAMAR ROAD, BLDG. 6000 SAN DIEGO, CA 92126 | | X | | |

Signatures

/s/ Barbara Gillham, Attorney
in Fact 07/20/2017

**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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at multiple prices. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission upon request, full information regarding the number of shares sold at each separate price.
- (1) reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission upon request, full information regarding the number of shares sold at each separate price.
- (2) Stock Option vests and becomes exercisable in four equal quarterly increments over a one-year period on 1/31/2017, 4/30/2017, 7/31/2017 and 10/31/2017.
- (3) Mr. Reynold's Form 4 filed on July 17, 2017 erroneously stated that he had exercised options to purchase 38,670 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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