

MCGRAW DAVID T  
 Form 4  
 April 19, 2007

**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 \*  
 MCGRAW DAVID T

2. Issuer Name and Ticker or Trading Symbol  
 COMMUNICATIONS SYSTEMS INC [JCS]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 8108 LEA RD  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 04/18/2007

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 \_\_\_\_ Officer (give title below)  Other (specify below)  
 Gen Mgr, Suttle Division

BLOOMINGTON, MN 55438

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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  | Price  |                                   |
| Common Stock                    | 04/18/2007                           |  | M                              |   | 2,600   | A \$ 7.14 3,179  | D                                 |
| Common Stock                    | 04/18/2007                           |  | M                              |   | 2,700   | A \$ 8.65 5,879  | D                                 |
| Common Stock                    | 04/18/2007                           |  | M                              |   | 2,700   | A \$ 8.65 8,579  | D                                 |
| Common Stock                    | 04/18/2007                           |  | M                              |   | 2,700   | A \$ 8.65 11,279   | D                                 |
| Common Stock                    | 04/18/2007                           |  | S                              |   | 10,700  | D \$ 10.95 579   | D                                 |

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Common Stock    04/18/2007    01/24/2007    A    713.329    A    \$ 10.14    2,501.2    I    \*ESOP <sup>(1)</sup>

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Incentive Stock Option                     | \$ 7.14  | 04/18/2007                           |  | M                              | 2,600   | 09/07/2005 03/07/2008                                    | Common Stock  | 2,600                         |
| Incentive Stock Option                     | \$ 8.65  | 04/18/2007                           |  | M                              | 2,700   | 09/15/2004 03/15/2009                                    | Common Stock  | 2,700                         |
| Incentive Stock Option                     | \$ 8.65  | 04/18/2007                           |  | M                              | 2,700   | 09/15/2005 03/15/2009                                    | Common Stock  | 2,700                         |
| Incentive Stock Option                     | \$ 8.65  | 04/18/2007                           |  | M                              | 2,700   | 09/15/2006 03/15/2009                                    | Common Stock  | 2,700                         |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

MCGRAW DAVID T  
8108 LEA RD  
BLOOMINGTON, MN 55438

Gen Mgr, Suttle Division

## Signatures

/s/ David T.  
McGraw

04/19/2007

\_\_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) Acquired pursuant to Communications Systems Inc Employee Stock Ownership Plan & Trust - 2006 contribution

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.