

CalAmp Corp.
Form 4
July 31, 2012

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 *
GOLD RICHARD B

(Last) (First) (Middle)

CALAMP CORP., 1401 N. RICE AVENUE

(Street)

OXNARD, CA 93030

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CalAmp Corp. [CAMP]

3. Date of Earliest Transaction (Month/Day/Year)
07/31/2012

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)
Vice Chairman

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	(A) or (D)	Price
Common Stock	07/31/2012		M		80,000	A	\$ 1.8 766,551
Common Stock	07/31/2012		F ⁽¹⁾		41,453	D	\$ 7.53 725,098
Common Stock	07/31/2012		M		72,000	A	\$ 2.34 797,098
Common Stock	07/31/2012		F ⁽²⁾		40,577	D	\$ 7.53 756,521

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)	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)
Stock Option (right to buy)	\$ 1.8	07/31/2012		M	80,000	07/30/2010 ⁽³⁾ 07/30/2019	Common Stock 80,000
Stock Option (right to buy)	\$ 2.34	07/31/2012		M	72,000	07/29/2011 ⁽⁴⁾ 07/29/2020	Common Stock 72,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLD RICHARD B CALAMP CORP. 1401 N. RICE AVENUE OXNARD, CA 93030	X			Vice Chairman

Signatures

Richard Vitelle,
Attorney-in-Fact

07/31/2012

**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).

On 7/31/12, the reporting person exercised a stock option to purchase 80,000 shares of common stock for \$1.80 per share. CalAmp (1) withheld 41,453 of the option shares to pay the exercise price and the minimum statutory withholding taxes in the aggregate amount of \$312,141.09.

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- On 7/31/12, the reporting person exercised a stock option to purchase 72,000 shares of common stock for \$2.34 per share. CalAmp
- (2) withheld 40,577 of the option shares to pay the exercise price and the minimum statutory withholding taxes in the aggregate amount of \$305,544.81.
 - (3) The options covered by this grant vested in three annual installments of 20,000 each on 7/30/10, 7/30/11 and 7/30/12, and the remaining 20,000 options vested on 7/31/12 pursuant to the provisions of the reporting person's employment agreement.
 - (4) The options covered by this grant vested in two annual installments of 18,000 each on 7/29/11 and 7/29/12, and the remaining 36,000 options vested on 7/31/12 pursuant to the provisions of the reporting person's employment agreement.

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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