

KORNBERG FRED
Form 4
June 08, 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 *
KORNBERG FRED

2. Issuer Name and Ticker or Trading Symbol
**COMTECH
TELECOMMUNICATIONS CORP
/DE/ [CMTL]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, CEO & President

(Last) (First) (Middle)
**68 SOUTH SERVICE ROAD,
SUITE 230**

3. Date of Earliest Transaction
(Month/Day/Year)
06/06/2012

(Street)
MELVILLE, NY 11747

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

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)		
				(A) or (D)	Code	V	Amount	(D)	Price

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)

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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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Shares ⁽¹⁾	<u>(2)</u>	06/06/2012		A		12,435		<u>(3)</u>	<u>(3)</u>	Common stock par value \$.10 per share	12,435
Stock Option Right to Buy ⁽⁴⁾	\$ 29.51	06/06/2012		A		10,000		06/06/2013	06/06/2022	Common stock par value \$.10 per share	10,000
Stock Option Right to Buy ⁽⁴⁾	\$ 29.51	06/06/2012		A		10,000		06/06/2014	06/06/2022	Common stock par value \$.10 per share	10,000
Stock Option Right to Buy ⁽⁴⁾	\$ 29.51	06/06/2012		A		10,000		06/06/2015	06/06/2022	Common stock par value \$.10 per share	10,000
Stock Option Right to Buy ⁽⁴⁾	\$ 29.51	06/06/2012		A		10,000		06/06/2016	06/06/2022	Common stock par value \$.10 per share	10,000
Stock Option Right to Buy ⁽⁴⁾	\$ 29.51	06/06/2012		A		10,000		06/06/2017	06/06/2022	Common stock par value \$.10 per share	10,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KORNBERG FRED
68 SOUTH SERVICE ROAD, SUITE 230
MELVILLE, NY 11747

X

Chairman, CEO & President

Signatures

Fred Kornberg

06/08/2012

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).
- (1) Performance shares are subject to a minimum financial performance criteria for the fiscal year ending July 31, 2013.
- (2) Each share represents the contingent right to receive one share of common stock of Comtech Telecommunications Corp.
Generally, the performance shares will vest 20% on the date that the Executive Compensation Committee of the Board of Directors of the Company determines that the performance criteria have been met and the remaining 80% will vest 20% per year on the first through
- (3) fourth anniversaries of that determination date, assuming continued service through the vesting date. Shares of common stock will be distributed as applicable on each vesting date, unless the reporting person makes an election to receive the shares at a later date.
- (4) Option was granted under the Company's 2000 Stock Incentive Plan in consideration of services to be performed by the reporting person after the date of grant.

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.