

COMMUNICATIONS SYSTEMS INC  
 Form 4  
 April 08, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 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 \*  
 SAMPSON RANDALL D

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)  
 1100 CANTERBURY ROAD  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 04/03/2015

Director  10% Owner  
 Officer (give title below)  Other (specify below)

SHAKOPEE, MN 55379  
 (City) (State) (Zip)

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

**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)**

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Options	\$ 12.9	04/03/2015		<u>D</u> <sup>(1)</sup>			3,084		05/31/2015 <sup>(1)</sup>	07/01/2021	Common Stock
Non-Qualified Stock Options	\$ 11.7	04/03/2015		<u>D</u> <sup>(1)</sup>			3,415		06/04/2015 <sup>(1)</sup>	06/04/2021	Common Stock
Restricted Stock Units	\$ 0 <sup>(2)</sup>	04/03/2015		<u>A</u> <sup>(1)</sup>			581		05/31/2015 <sup>(1)(3)</sup>	07/01/2021	Common Stock
Restricted Stock Units	\$ 0 <sup>(2)</sup>	04/03/2015		<u>A</u> <sup>(1)</sup>			598		06/04/2015 <sup>(1)(4)</sup>	06/04/2021	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

SAMPSON RANDALL D  
 1100 CANTERBURY ROAD       X  
 SHAKOPEE, MN 55379

## Signatures

Suzette McNally, Attorney-in-Fact for Randall D.  
 Sampson

04/08/2015

\_\_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).

- Options and restricted stock units ("RSU") are issued to non-employee directors ("NEDs") under the Issuer's Executive Incentive Compensation Plan ("2011 Plan"). In March 2015, the CSI Board determined the number of shares covered by the 2014 option and RSU awards to CSI NEDs exceeded the 50000 share limit on allowable awards to all NEDs in a calendar year. To reduce the total number of shares to less than 50000 on 4/3/15, the Board, based on authority granted in the 2011 Plan, cancelled a total of 34551 options granted to NEDs in 2014 and issued additional RSUs covering 6282 shares to the NEDs, vesting on the same dates as the original RSUs granted. The dollar value of the new RSUs granted was equivalent to the value of the options cancelled. This cancellation of options and issuance of RSUs will have no material effect on the Company's financial statements. The cancellation of options and issuance of RSUs for Reporting Person are part of the CSI Board's 4/3/15 actions.
- (1) NEDs in 2014 and issued additional RSUs covering 6282 shares to the NEDs, vesting on the same dates as the original RSUs granted. The dollar value of the new RSUs granted was equivalent to the value of the options cancelled. This cancellation of options and issuance of RSUs will have no material effect on the Company's financial statements. The cancellation of options and issuance of RSUs for Reporting Person are part of the CSI Board's 4/3/15 actions.
  - (2) Each Restricted Stock Unit represents a contingent right to receive one share of Communications Systems, Inc. common stock.
  - (3) The Restricted Stock Units vest on May 31, 2015 as long as director continues service to the Board prior to the vesting date. The Restricted Stock Units have an additional year of restriction and stock will be issued on July 1, 2016.
  - (4) The Restricted Stock Units vest on the earlier of the first anniversary of the date of grant or the 2015 annual Meeting of Shareholders as long as the director continues service to the Board prior to the vesting date. The Restricted Stock Units have an additional year of

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restriction and stock will be issued on June 4, 2016.

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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