

Burdick Michael J
 Form 4
 August 01, 2017

FORM 4

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

OMB APPROVAL

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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 *
 Burdick Michael J

(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)
 07/28/2017

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)
 President & CEO

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 Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
Common Stock	07/28/2017		F(1)	6,822	D	\$ 19.32	459,295	D
Common Stock (2)	07/28/2017		A	48,200	A	\$ 0	507,495	D
Common Stock	07/29/2017		M	3,208	A	(3)	510,703	D
Common Stock	07/29/2017		F(4)	1,673	D	\$ 19.32	509,030	D
Common Stock	07/29/2017		F(5)	5,596	D	\$ 19.32	503,434	D

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- (4) On 7/29/17, in connection with the vesting of 3,208 shares of Performance Stock Units held by the reporting person, CalAmp withheld 1,673 shares to pay minimum withholding taxes of \$32,322.36.
- (5) On 7/29/17, in connection with the vesting of 10,725 shares of restricted stock held by the reporting person, CalAmp withheld 5,596 shares to pay minimum withholding taxes of \$108,114.72.
- (6) These stock options become exercisable at the rate of 25% annually beginning 7/28/18.
- (7) These stock options vest at the rate of 25% annually beginning 7/28/18 and become exercisable after the stock price has traded at or above 130% of the exercise price for 30 consecutive trading days.
- (8) Performance stock units vested on July 29, 2017.

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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