

WIRELESS TELECOM GROUP INC  
 Form 4/A  
 July 07, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
 Whelan Timothy

2. Issuer Name and Ticker or Trading Symbol  
 WIRELESS TELECOM GROUP INC [WTT]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chief Executive Officer

(Last) (First) (Middle)  
 C/O WIRELESS TELECOM GROUP, INC., 25 EASTMANS ROAD

3. Date of Earliest Transaction (Month/Day/Year)  
 06/30/2016

(Street)  
 PARSIPANNY, NJ 07054

4. If Amendment, Date Original Filed(Month/Day/Year)  
 07/05/2016

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 (A) or (D) Price   |  |                                   |
| Common Stock, par value \$0.01 per share | 06/30/2016                           |  | D                              |   | 30,000<br><u>(1)</u>  | D  |                                   |
| Common Stock, par value \$0.01 per share | 06/30/2016                           |  | A                              |   | 8,333<br><u>(2)</u>   | A  |                                   |

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

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Stock Option (3)                           | \$ 1.34  | 06/30/2016                           |  | A                              | 400,000   | (4) 06/30/2026   | Common Stock 400,000  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| Whelan Timothy<br>C/O WIRELESS TELECOM GROUP, INC.<br>25 EASTMANS ROAD<br>PARSIPANNY, NJ 07054 | X             |           | Chief Executive Officer |       |

## Signatures

/s/ Robert Censullo,  
attorney-in-fact

07/07/2016

\*\*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) On June 30, 2016, the Reporting Person forfeited 30,000 unvested shares of restricted common stock, par value \$0.01 per share, of the Company that were previously granted in connection with his service as an independent director of the Company.  
On June 30, 2016, the Reporting Person was granted 8,333 shares of restricted common stock, par value \$0.01 per share, of the Company in connection with his appointment as Chief Executive Officer of the Company. The shares shall vest in sixteen equal quarterly installments over a period of four years, so that the shares shall be fully vested on June 30, 2020, or upon change of control, provided that the Reporting Person's service with the Company continues through each vesting date.
  - (2) The stock option was granted to the Reporting Person in connection with his appointment as Chief Executive Officer of the Company.
  - (3) The stock option shall vest in sixteen equal quarterly installments over a period of four years, so that the stock option shall be fully vested on June 30, 2020, or upon change of control.

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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